
SECTION 83D

REQUEST FOR PROPOSAL APPLICATION FORM

APPLICANT INFORMATION

Applicant: SWEB Development USA, LLC

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04402-1791

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**SECTION 1 OF APPENDIX B TO THE RFP
CERTIFICATION, PROJECT AND PRICING DATA**

The Certification, Project and Pricing Data (“CPPD”) document is a Microsoft Excel workbook that is provided on the website at www.MACleanEnergy.com.

See Exhibit 1A for the CPPD form.

See Exhibit 1B for proof of payment of the bid fee totaling \$7,500.

See Exhibit 1 C for the executed CPPD form. Original copy included with each bid package.

See Exhibit 1 D for the executed Appendix. Original copy included with each bid package.

See Exhibit 1 E for the certification as per section 1.8 of the RFP. Original copy included with each bid package.

**SECTION 2 OF APPENDIX B TO THE RFP
EXECUTIVE SUMMARY OF THE PROPOSAL (INCLUDING THE BASE PROPOSAL
AND ANY ALTERNATIVE PROPOSALS)**

The bidder is required to provide an executive summary of the project proposal that includes a complete description of the proposed generation and/or transmission bid, the proposed contract term and pricing schedule, and other factors the bidder deems to be important.

SWEB Development USA, LLC (the Bidder) is submitting this proposal (the Proposal) in response to the Massachusetts Request for Proposals for Long Term Contracts for Clean Energy Projects, 83D (the RFP). The Bidder is a Delaware limited liability company that is developing the Silver Maple Wind Energy Project (the Project), a new independent 20.0 MW, Class I RPS eligible resource, wind energy facility in Clifton, Penobscot County, Maine.

SWEB Development USA, LLC is pleased to submit a bundled (energy and RECs) proposal, with a non-escalating price to the soliciting utilities for 100% of the Project output of energy and Renewable Energy Credits (RECs) with a contract term of twenty (20) years for a price of [REDACTED]

Entity Ownership

The Bidder is a 100% Subsidiary of WEB USA Inc. which is a 100% Subsidiary of WEB Windenergie AG (WEB), an experienced wind energy company with a fleet of approximately 470 MW of operational renewable energy projects throughout Europe and North America. WEB is based in Pfaffenschlag, Austria. The Bidder intends to establish a project-specific company upon award of a Power Purchase Agreement (PPA) from this solicitation to continue to develop, build and operate the Project. The project company will be wholly owned by the Bidder (see Bidder's address below).

SWEB Development USA, LLC
Registered Office:
2711 Centreville Road, Suite 400
Wilmington, New Castle County
Delaware, 19808

Mailing Address:
6080 Young Street, Suite 106
B3K 5L2, Halifax, Canada
(902) 431 0564

The WEB Group has significant experience in developing, financing, constructing, operating and maintaining renewable energy projects, from large-scale transmission-connected projects to small-scale distributed generation projects. WEB constructed and operates the Pisgah Mountain Wind Energy Project, a 9 MW project in Clifton Maine, adjacent to the Project site. The Project is a fully-independent facility, with an independent point of interconnection (POI), not a site expansion.

Project Description

The proposed Project is a wind power facility to be located on Pisgah Mountain Road, and accessed via Springy Pond Road on route 9 in the sparsely populated town of Clifton, Maine. The 132-acre project site is presently owned by SWEB Development USA, LLC. The POI is adjacent to the project

site and will be accessed via lands owned by Pisgah Mountain, LLC, [REDACTED]
[REDACTED] 49% owner.

The Project is in an ideal location for a wind energy facility. The site has an excellent wind resource, evidenced by the adjacent Pisgah Mountain Wind Energy Project, which has out-performed its estimated production targets since its Commercial Operation Date (COD) of December 16, 2016. The Project will impact a minimal area of new land through the use of existing infrastructure. No wetlands or sensitive habitats will be affected. The Project will maintain a minimum setback of at least 4,000 feet to the nearest dwelling, and has public support in the region and with the Selectboard of the Town of Clifton. The Project has been designed to minimize environmental impacts and provide a competitive price for energy.

Interconnection

The Project will interconnect to the Emera Maine 115kV line 66 between Pisgah Mountain and Graham substation in the Independent System Operator of New England (ISO NE) Load Zone 4001.Z.Maine, using a 3-breaker ring bus. The Project has been submitted as a new Small Generating Facility to the ISO NE System Impact Study (SIS) queue as SWE-41731, queue position 649, and will be assessed as a Capacity Network Resource. [REDACTED]
[REDACTED]
[REDACTED]

Summary

The Project has gained value through the adjacency to an operating wind project. The Bidder's knowledge of local wind conditions, site conditions, the regulatory environment, and stakeholder interests have given the Bidder a high degree of confidence with respect to project costs and anticipated revenues. [REDACTED]
[REDACTED]
[REDACTED]

**SECTION 3 OF APPENDIX B TO THE RFP
OPERATIONAL PARAMETERS**

- 3.1 Maintenance Outage Requirements – Specify partial and complete planned outage requirements in weeks or days for all generation facilities and transmission facilities. Also, list the number of months required for the cycle to repeat (e.g., list time interval of minor and major overhauls, and the duration of overhauls).

The values below are based on the Bidder's proposed Project with a size of 20.0 MW comprised of [REDACTED], and keeping all services within the +/- 30-day window of the COD schedule requirement. Based on these assumptions, the Project would undergo planned maintenance as follows:

WTG Services

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Substation

The substation will be required to be shut down for [REDACTED] for annual maintenance, which includes electrical base line testing, functional tests, oil testing, lubrication, and cleaning. This shutdown means there will be zero (0) production [REDACTED]. Please note: the station may be energized during the evenings, depending on the stage of the testing process. Substation maintenance will occur during forecasted low wind periods.

Every 5th year, the substation will be shut down for an extra (3) days for control house relay testing in addition to the above annual station maintenance. Please note: the station may be energized during the evenings, depending upon the stage of the testing.

- 3.2 Operating Constraints – Specify all the expected operating constraints and operational restrictions for the project (i.e. limits on the number of hours a unit may be operated per year or unit of time). If the bid includes firm deliveries, list the anticipated situations and frequency of interruptions of transmission sources which would affect power deliveries.

[REDACTED] The WTG does not produce energy outside of this specified range. [REDACTED] also schedules and completes 6-month and yearly services on all WTGs within their fleet. During this scheduled service, the WTGs are considered “technically available”, and therefore the services do not contribute towards the [REDACTED]. Please refer to Section 3 of the Operations and Maintenance Plan in Exhibit 9.1A for further details. See Exhibit 9.1B for an independent DNVGL report on WEB as a service provider.

- 3.3 Reliability – Describe how the proposal would provide enhanced electricity reliability to Massachusetts, including its impact on transmission constraints.

By applying to interconnect as a Capacity Network Resource, the Project’s qualifying capacity intends to enhance the reliability of the New England power system.

The Project will diversify ISO NE’s resource mix by providing clean wind energy year-round. Due to New England’s high reliance on natural gas, and their limited pipeline capacity, the Project will help alleviate the strain on the natural gas generators. This will of course enhance system reliability. The increased generation from the Project will also increase reserve margins, which will further enhance reliability while lowering system-wide costs.

[REDACTED]

3.4 Moderation of System Peak Load – Describe how the proposal would contribute to moderating system peak load requirements and provide the following information:

- i) Estimated average output for each summer period (June- September) from 1:00 - 6:00 pm

The estimated average output for each summer period, for the months of June, July, August, and September between the hours ending at 2:00 pm (14:00) and 6:00pm (18:00) for all days, including weekends and holidays is: [REDACTED]

- ii) Estimated average output for each winter period (October-May) from 5:00 – 7:00 pm

The estimated average output for each winter period, for the months of October, November, December, January, February, March, April, and May between the hours ending at 6:00 pm (18:00) and 7:00pm (19:00) for all days, including weekends and holidays is: [REDACTED]

3.5 Development Stage of all physical aspects of the bid – Describe whether the project is in operation, in construction or in the development phase.

- (a) If in operation, when did the project achieve commercial operation
- (b) If in construction, when did construction commence and what are the projected dates for initial testing and commercial operation.
- (c) If the project is partly in one development stage and partly in another, please explain in detail the status of the project.

[REDACTED]

The Project is a new, independent wind energy facility located adjacent to the operational Pisgah Mountain Wind Energy Project, which is 49% owned – and 100% operated – by SWEB Development USA, LLC. The Pisgah Mountain Wind Energy Project became commercially-operational on December 16th, 2016.

The Project will have a maximum generating capacity of 20.0 MW and is a fully independent project on an adjacent site with an adjacent POI as per the site plan, Exhibit 6.1A.


[REDACTED]

While a series of site-specific environmental studies must be conducted for the Town of Clifton Building Permit, the Maine Department of Environmental Protection (Maine DEP) Small Wind Certificate, and the Stormwater Permit, the permitting work conducted for the Pisgah Mountain Wind Energy Project has given the Bidder an in-depth knowledge of the surrounding area in terms


of sensitive habitats to avoid. Furthermore, some of the previously-collected site data may be applicable to the Project. The Bidder has a high degree of confidence regarding the cost and duration of the necessary studies. The Project will avoid the additional permitting requirements of the Site Law process, thereby reducing the total cost and duration of the environmental studies.

The recent construction of the Pisgah Mountain Wind Energy Project has given the Bidder a high degree of confidence regarding the construction cost estimates considered in this Proposal.

As the Project is located directly adjacent to the existing Pisgah Mountain Wind Energy Project, the Bidder possesses a high degree of confidence in the geotechnical costs and requirements of this project.



The transportation study for the WTG component delivery has been completed for the Pisgah Mountain Wind Energy Project, which will share much of the same roadways. This reduces uncertainty regarding the deliverability of components to the site.



If the proposed project is an expansion, repowering, environmental investment or other modification of an existing Facility, please describe the project in detail, the total cost and cost on a \$/kW basis specifying the existing project and the proposed expansion, repowering or other modification. Indicate any incremental or decremental capacity.

The Project is a fully independent and distinct project from the adjacent Pisgah Mountain Wind Energy Project. The projects will not share collector electrical lines, nor interconnection equipment. The projects will have entirely separate ownership structures, as shown in Exhibit 5.2A. The Interconnection Request for the Project has been filed as a new Capacity Network Resource as per Exhibits 6.10A through G.

SECTION 4 OF APPENDIX B TO THE RFP ENERGY RESOURCE AND DELIVERY PLAN

- 4.1 For Eligible Facilities, the bidder is required to provide an energy resource or fuel supply plan for its proposed project, including supporting documentation. The fuel supply/energy resource profile information should be consistent with the type of technology/resource option proposed and the term proposed. The information requested is organized according to the type of project or energy resource. Bidders should respond to all information requests which are relevant to the bid in a timely manner.

Wind Energy Projects

Provide a summary of all collected wind data for the proposed site. Identify when the data was collected and by whom.

The meteorological tower for the Project was commissioned on July 3, 2009, with data acquisition from July 3, 2009 to July 2011. The mast is located approximately 1 km from the proposed WTGs. The 60m meteorological tower (0166) was installed with six NRG #40C anemometers at three different heights, two wind vanes, and one temperature sensor. Data from the instruments were logged with a NRG Symphonie PLUS data logger on at 10-minute intervals.

For initial analysis, modelled data from the four closest Modern Era Retrospective Analysis for Research and Applications Version 2 (MERRA-2) nodes and measured data from select meteorological stations sourced from the National Climate Data Centre (NCDC) database within 50 km from the Project were considered as reference long-term wind datasets. Upon review of concurrent reference and mast data, the MERRA-2 node located approximately 36 km northeast of the Project (44.50 N, 68.75 W) was determined to be the most suitable long-term reference dataset considering it displayed a reasonable quality of correlation on an hourly basis (hourly R2 = ■■■■) and a good quality of correlation on a monthly basis (R2 = ■■■■) along with a consistent period of data.

After being collected by a logger owned by Pisgah Mountain, LLC, wind data was curated and analyzed by Wood Group. Wood Group (then operating as Sgurr Energy, Inc.) also executed an energy yield analysis for the Pisgah Mountain Wind Energy Project used for financing, and is thus well acquainted to the site-specific conditions of the Project.

For more detailed information, see the Energy Yield Assessment, Exhibit 4.1A.

Indicate where the data was collected and its proximity to the proposed site. Include an identification of the location and height for the anemometers that were used to arrive at an assessment of the site generation capability.

Please see the site plan in Exhibit 6.1A which shows the proposed locations of the [REDACTED] as well as the location of the meteorological tower (0166).

See the Energy Yield Assessment, Exhibit 4.1A, table 3-1: Project mast 0166 Summary for commissioning details, also listed below.

TABLE 1: METEOROLOGICAL TOWER COMMISSIONING DETAILS

Description	Mast 0166
Commissioned	3 July 2009
Measurement Period	3 July 2009 to 3 July 2011
Met Mast Height ¹ (m)	60
Elevation ² (m)	236
Location (lat. / long.)	44° 46.632' N 68° 31.410' W
Location (UTM NAD83 Z19)	537701 E, 4958312 N
Anemometer Height ¹ , Boom Orientation relative to True North ³ , and Anemometer Type	60 m, N, NRG #40C 60 m, W, NRG #40C 50 m, N, NRG #40C 50 m, W, NRG #40C 40 m, E, NRG #40C 40 m, W, NRG #40C
Wind Vane Height ¹ , Boom Orientation Relative to True North ³ , and Wind Vane Type	60 m, E, NRG #200P 50 m, E, NRG #200P
Temperature Sensor Height and Type	2 m, NRG #110S
Data Logger	NRG Symphonie PLUS

¹ Above ground level.

² Above mean sea level at base of tower.

³ Observed boom orientations are approximately 250° at the W, 340° at the N and 70° at the E oriented anemometers.

Provide (a) at least one year of hourly wind resource data, and (b) a wind resource assessment report from a qualified unaffiliated third-party wind resource assessment firm. Include an analysis of the available wind data which addresses the relationship between wind conditions and electrical output. Provide a projection of net annual energy production, including projections of average net hourly energy production, based on the wind resource data (a 12 x 24 energy projection) at both P50 and P90 levels.

- (a) Please see Exhibit 4.1B for the raw wind data that was collected by met mast 0166 at the nearby Pisgah Mountain Wind Energy Project. This data was collected over a 2-year period from 2009 - 2011. See Exhibit 4.1C for the meteorological tower commissioning report. The Bidder ascribes a high degree of confidence in this data and subsequent analysis, as the Pisgah Mountain Wind Energy Project has performed in line with this analysis over the 7 months of its operation.
- (b) Please see Exhibit 4.1A for a wind resource assessment report from Wood Group., a qualified unaffiliated third-party wind resource assessment firm. The report includes an analysis of the available wind data and relationship between wind conditions and output. In addition, the report provides an estimate of net annual energy production. Wood Group's analysis resulted in a P50 and P90 net annual energy yield in a format that represents a typical year of wind resource data at hub height [REDACTED] as required by this solicitation with a conservative approach to the net yield to account for any uncertainties and anticipated congestion issues.

The predicted P50 net annual energy yield is [REDACTED], and the P90 annual energy yield is [REDACTED] as per Exhibit 4.1A. The assumed losses are described in table 7-1 of Exhibit 4.1A.

While the Project anticipates the use of heated blades, some icing losses may still occur in the [REDACTED]

See the tables below for 12 x 24 matrices at the P50 and P90 levels.

TABLE 2: P50 ENERGY PRODUCTION

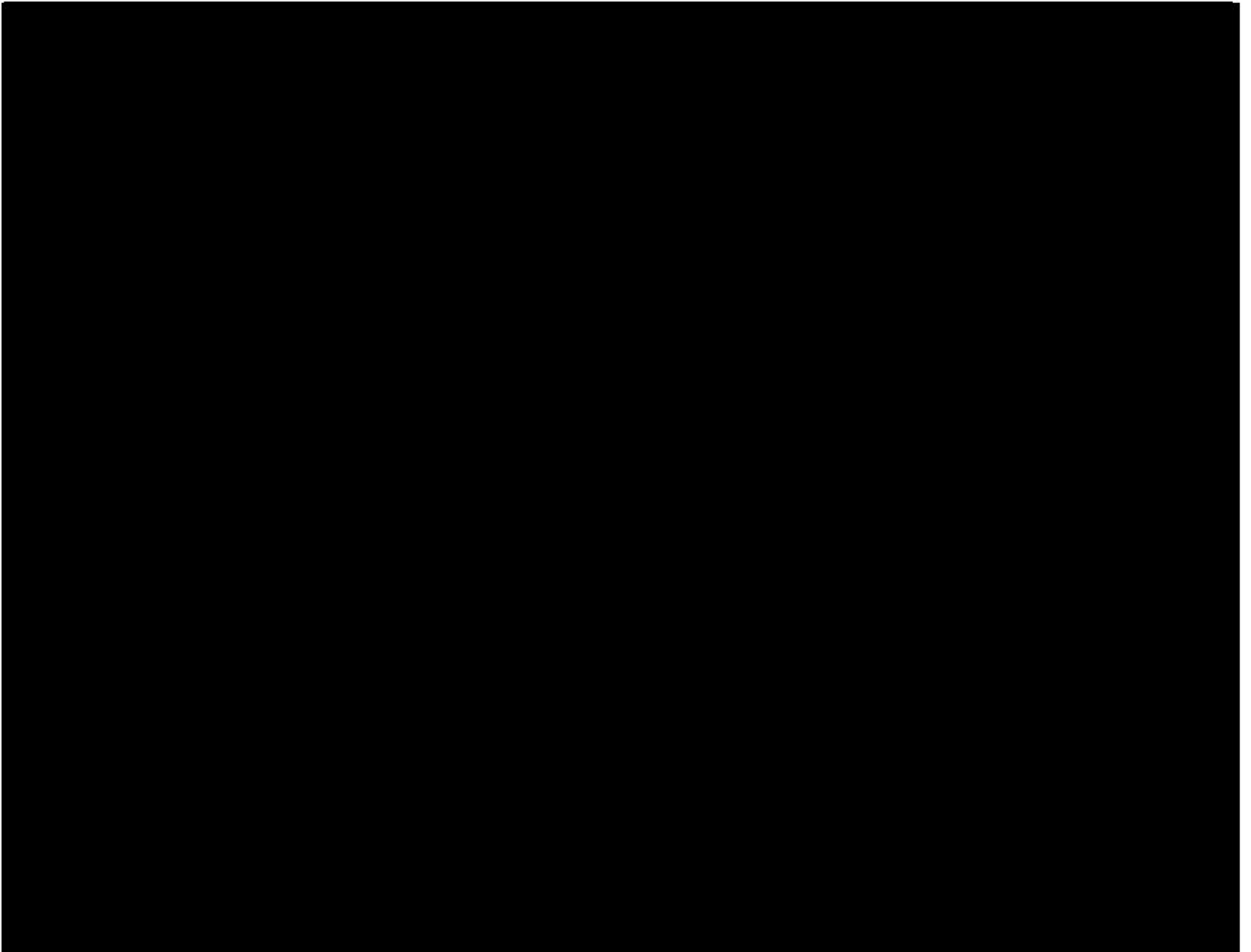
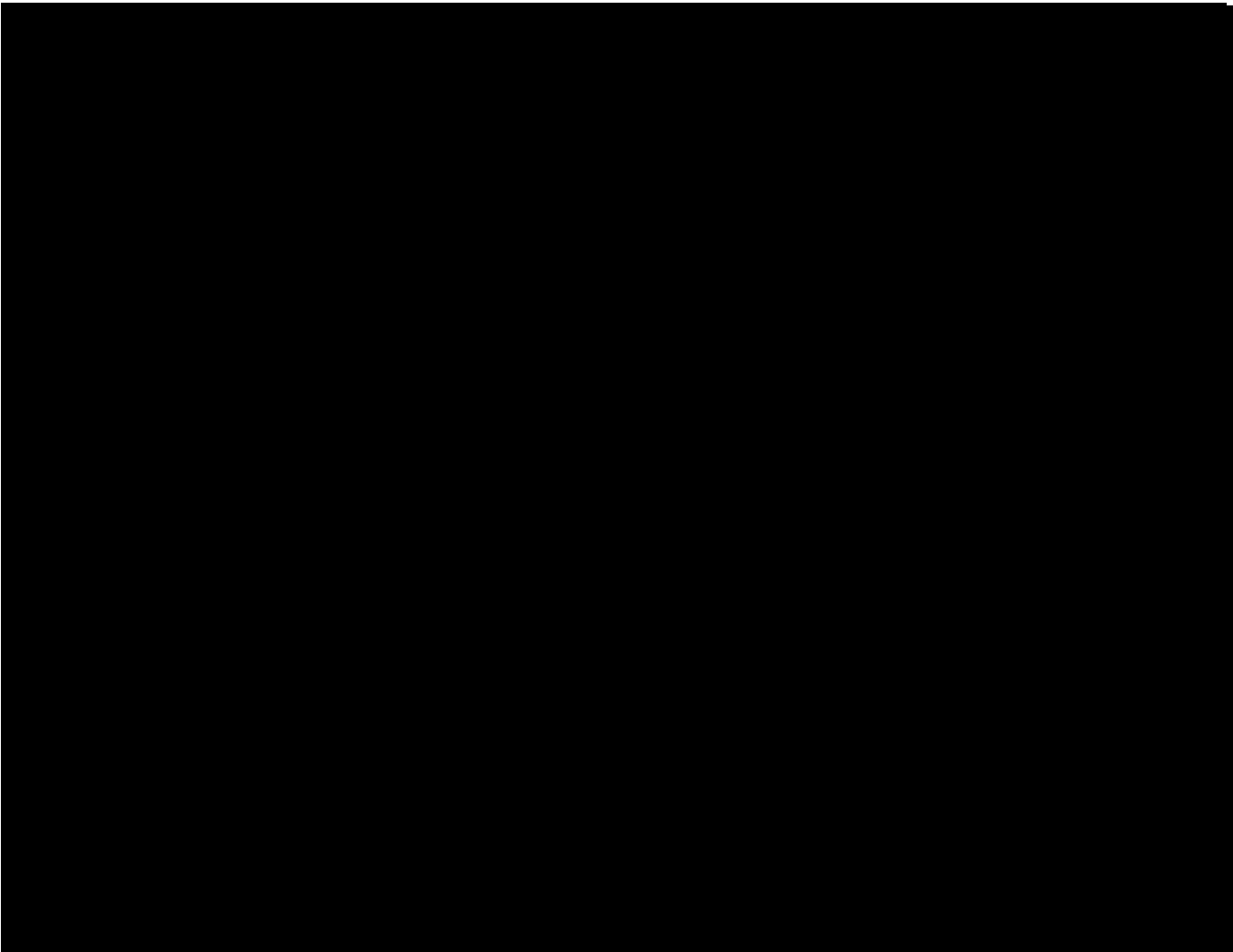


TABLE 3: P90 ENERGY PRODUCTION



Provide a site-adjusted power curve. Each curve should list the elevation, temperature and air density used.

Please see Exhibit 4.1D for a site-adjusted power curve provided by [REDACTED] that has been calculated based on the site elevation, temperature, and air density.

Identify the assumptions for losses in the calculation of projected annual energy production, including each element in the calculation of losses.

Please see:

- Section 3.5, for scheduled maintenance information. The associated losses are included in the total availability losses assumed in Exhibit 4.1A;

- [REDACTED]

If your bid includes a delivery forecast which is substantially different than NREL data would suggest, please reconcile the differences.

N/A

Landfill Gas

Provide a gas production forecast for each landfill. Provide a table that shows the annual, monthly and hourly projection of gas flow and energy export from each landfill.

N/A

Provide supporting data that illustrates the expected generation from each landfill based on the projected gas production.

N/A

Describe any contingencies or constraints that could affect the availability of fuel or the energy resource for the project and any contingency plans for meeting projected generation levels.

N/A

If the landfill gas is provided by pipeline, provide information related to gas pipeline delivery, including gas pipeline interconnection points of the landfills delivering the gas into the pipeline system.

N/A

Biomass

Describe specifically how the project will conform to the Massachusetts biomass laws and regulations M.G.L. c. 25A, § 11F, and 225 CMR 14.00.

N/A

Provide a resource assessment of available biomass fuel for the proposed project and its proximity to the project site.

N/A

Provide a plan for obtaining the biomass fuel, including a transportation plan.

N/A

Provide any contracts or letters of intent to acquire and transport the biomass fuel.

N/A

Demonstrate that projected energy output for the project over the term of the contract is consistent with the energy supply available.

N/A

Describe any contingencies or constraints that could affect the availability of fuel or the energy resource for the project and any contingency plans for meeting projected generation levels.

N/A

Solar

Provide an assessment of the available solar incidence or resource. Describe any trends in generation capability over time (i.e., annual decline rate of expected output).

N/A

Describe the methodology used to generate the projected generation and describe the in-house or consulting expertise used to arrive at the generation estimates.

N/A

Hydropower

Describe the project characteristics in terms of water flow (on a monthly basis) and head, and state the assumptions regarding seasonal variations, and a conversion of such flow into megawatts and megawatt-hours.

N/A

Provide monthly flow duration curves based upon daily stream flow records.

N/A

Identify if the project is run-of-river or has storage capability.

N/A

Specify if the project is new, or if the project is an expansion of an existing facility.

N/A

Describe why the generation proposal qualifies as Incremental Hydropower Generation. If the entire project is not new, specify the amount of power provided to or sold into the ISO NE market during 2014, 2015, and 2016. Provide information which demonstrates that the resources and transmission capacity described in your proposal are capable of providing an increase in the amount of such power compared to the average power deliveries in ISO NE over those three years.

N/A

The bidder must disclose in its bid how it proposes to certify that the environmental attributes are included with the energy delivered.

N/A

Other information as required to describe the energy resource plan

Identification of fuel supply (if applicable) N/A

What is the availability of the fuel supply? N/A

Does the bidder have any firm commitments from fuel suppliers? If so, please provide a copy of any agreements with confidential information redacted if necessary.

Yes: ☐ No: ☒

N/A

4.2 Clean Energy Generation Delivery Plan

Please provide documentation that any clean energy plan delivery plan that includes hydroelectric generation meets the definition of "Incremental Hydroelectric Generation" as defined in the body of the RFP.

N/A

Please provide an energy delivery plan and profile for the proposed project, including supporting documentation. The energy delivery profile must provide the expected Clean Energy Generation to be Delivered into the ISO NE market settlement system and permit the Evaluation Team to determine the reasonableness of the projections for purposes of

Sections 2.2.1.3 Eligible Bid Categories and 2.2.1.7 Minimum Contract Size of the RFP. Such information should be consistent with the energy resource plan provided above and also considering any and all constraints to physical delivery into ISO NE.

The Proposal to sell Clean Energy Generation and Class I RECs conforms with Section 2.2.1.4 of the RFP by offering a fixed price in \$/MWh and fixed REC price in \$/REC. The Bidder understands that failure to meet the generation profile will result in liquidation damages as per the draft PPA contract, Appendix C of the RFP. The Project meets the minimum net generating capability of the generation unit described in Section 2.2.1.7 of the RFP by bidding 100% of the total nameplate capacity of exactly 20.0 MW of the Project's energy generation and RECs into this RFP.



Any predicted losses due to congestion found in the Congestion Analysis, Exhibit 6.14A, were applied to the net energy yield and represented in Part V(a) of the CPPD form, Exhibit 1A. The Project will deliver [REDACTED] Clean Energy Generation to the ISO NE Transmission Facilities over one (1) year and guarantees a [REDACTED] during each Winter Peak Period of the contract term.

Clean Energy Generation for projects containing new Class I eligible resources only must comply with Section 2.2.2.7 of the RFP. They must submit a delivery profile guaranteeing 70% of the energy in their delivery profile for the Winter Peak Period over the course of every Winter Peak Period on the CPPD form in their bidder response package.

Clean Energy Generation for projects containing firm service hydroelectric generation, and Clean Energy from new Class I RPS eligible resources paired with firm service hydroelectric generation must comply with section 2.2.2.7 of the RFP. They will be required to submit a delivery profile with no Winter Peak Period hour less than 60% of their highest annual single hourly delivery claimed in their annual delivery profile as submitted as a part of their CPPD form in their bidder response package. Bidders will be required to guarantee the submitted delivery profile in all hours during the Winter Peak Period. Bidders should supply any studies performed to support this profile. Bidders should respond to all information requests which are relevant to the bid in a timely manner.

As a new Class I RPS eligible resource generating clean energy please refer to Part V(a) of the CPPD form, Exhibit 1A for information on the delivery profile. The Bidder guarantees the delivery of a total of [REDACTED] each Winter Peak Period for the term of the PPA.

4.3 REC/Environmental Attribute Delivery Plan

Please provide documentation demonstrating that the project will Deliver GIS Certificates representing those RECs or Environmental Attributes. For projects located outside of the ISO NE control area, describe how the Delivered energy and associated RECs or Environmental Attributes will satisfy NEPOOL-GIS rules for the Delivery of GIS Certificates.

SWEB Development USA, LLC is a Lead Market Participant (LMP) and presently holds NEPOOL-GIS account; Company ID [REDACTED]. The Project is a wind energy generation facility and will therefore qualify for Class I RECs within the Massachusetts Department of Energy Resources Statement of Qualification Application.

Due to the nature of the Project's geographical location, it will connect to the ISO NE system. As such, during the interconnection and ISO NE System preparation phase, pre-Commercial Operation, SWEB will acquire an asset ID on the ISO NE system for the Project under SWEB Development USA, LLC, which will be the Lead Market Participant for the Project. Additionally, SWEB will add the Project to the existing NEPOOL GIS account for SWEB Development USA, LLC. The Bidder has experience working with the NEPOOL GIS tracking system, given the REC tracking ongoing with the Pisgah Mountain Wind Energy Project that is currently managed under SWEB Development USA, LLC.

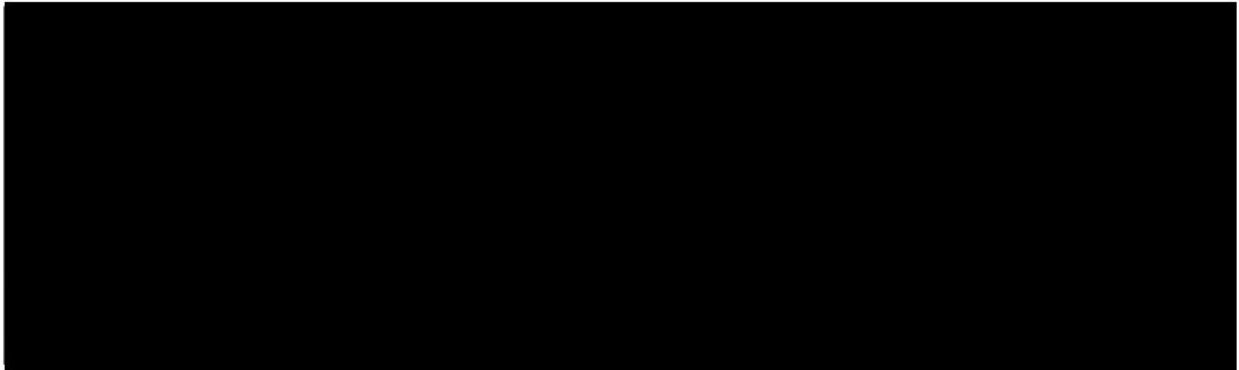


FIGURE 1: EXAMPLE EVENT LOG - NEPOOL GIS

The monthly generation values will be added to the NEPOOL GIS by the GIS Administration team. Each MWh produced, which is recorded by our Meter Reader, will equal a single Class I REC.

Six weeks prior to commercial operation, the Bidder will apply to the Department of Energy Resources for Class I RPS eligibility within the State of Massachusetts.

When the trading period opens each quarter, the Bidder will deliver the Renewable Energy Credit certificates to the Distribution Companies, with which it has a PPA. The Bidder has had previous experience in delivering RECs in the NEPOOL GIS with its Pisgah Mountain Wind Project, also located in the ISO NE system.

SECTION 5 OF APPENDIX B OF THE RFP FINANCIAL/LEGAL

Bidders are required to demonstrate the financial viability of their proposed project. Bidders should provide the following information:

- 5.1 Each bidder is required to submit information and documentation that demonstrates that a long-term contract resulting from this RFP Process would either permit the bidder to finance its proposal that would otherwise not be financeable, or assist the bidder in obtaining financing of its proposal.

The Bidder has not yet obtained financing or a commitment for financing for the Project, as senior lenders typically require, amongst other things, a signed and executable PPA as a prerequisite for project financing. The acquisition of a long-term contract resulting from this RFP process will provide more certainty to lending agencies that the Project will generate revenue to meet debt service obligations. Typically, a longer-term PPA is viewed as an advantage to the senior debt provider as it limits the risk of lending and enables the bank to provide longer terms of debt financing. As a result, obtaining a long-term contract from this RFP process would substantially increase the ability for the Bidder to obtain financing from a senior lender for the Project.

- 5.2 Please provide a description of the business entity structure of the bidder's organization from a financial and legal perspective, including all general and limited partners, officers, directors, managers, members and shareholders, involvement of any subsidiaries supporting the project, and the providers of equity and debt during project development. Provide an organization chart showing the relationship between the equity and debt participants and an explanation of the relationships. For jointly owned facilities, identify all owners and their respective interests, and document the Bidder's right to submit a binding proposal.

Please see Exhibit 5.2A for the business entity structure of the Bidder's organization.

The Bidder, SWEB Development USA, LLC, intends to establish a subsidiary project company that would be the 100% owner of the Project prior to financing. The Bidder is solely-owned by WEB USA Inc, which is solely-owned by WEB Windenergie AG (WEB), a community-owned Austrian renewable energy company. The financial strength of the Bidder is derived from the total financial capabilities of the parent company, WEB.

In the interest of demonstrating all affiliated entities, the Bidder has included the corporate structure established for projects operating in North America in Exhibit 5.2A.

It is expected that the required capital for the Project will be financed with [REDACTED] senior debt and [REDACTED] equity, subject to conventional debt sizing criteria. The required equity will be provided by the Bidder. The Bidder has significant experience in acquiring financing for projects of a similar size and it is anticipated that senior debt will be obtained based on negotiations with various lenders throughout the development of the Project. The providers of equity, debt, and an explanation of the relationships, are detailed in the figure below.

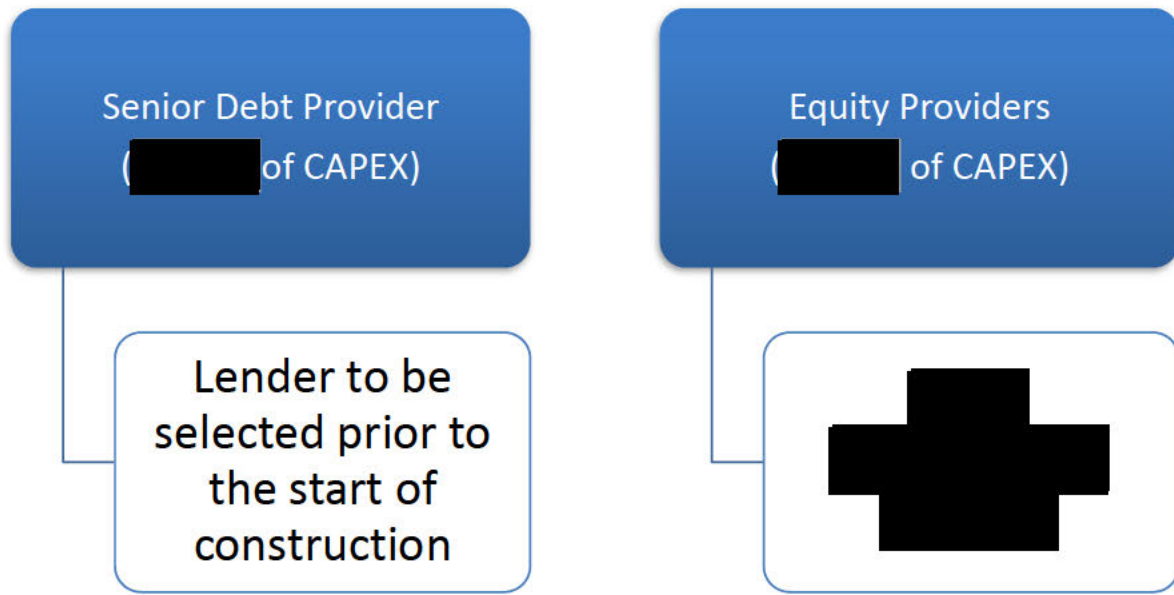
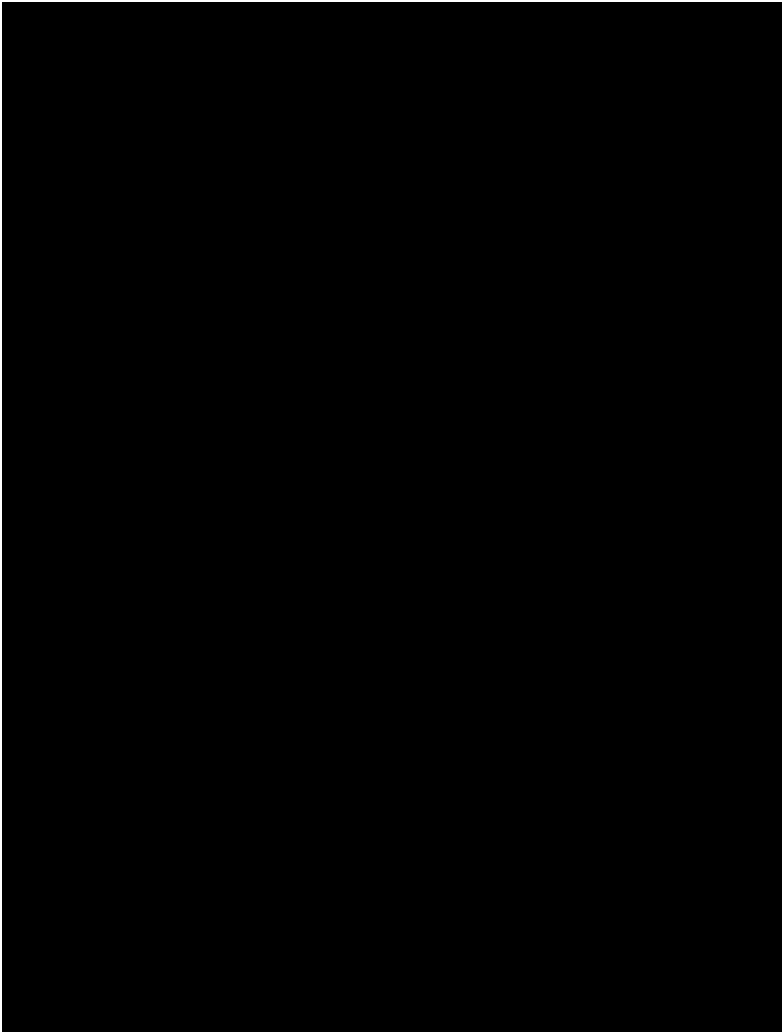


FIGURE 2: RELATIONSHIP BETWEEN EQUITY AND DEBT FOR THE PROJECT

- 5.2 For projects that include new facilities or capital investment, provide a description of the financing plan for the project, including construction and term financing. The financing plan should address the following:
- I. Who will finance the project and the related financing mechanism or mechanisms that will be used (i.e. convertible debenture, equity or other) including repayment schedules and conversion features

The repayment schedule as shown below has been created based on previous experience and is an integral part of all other project assumptions. Specifically, the repayments have been sculpted to ensure equal Debt Service Coverage Ratios (DSCRs) in each period. The final repayment schedule will be dependent on, amongst other things: repayment frequency, swapped interest rate, term of the facility, and the standard deviation of wind distribution.

TABLE 4: REPAYMENT SCHEDULE



The applicable conversion features from a construction loan to a term loan will be subject to negotiation with the senior debt provider. Typically, conversion occurs when:

- The Project's documents (offtake agreement, permits, etc.) are in full force and effect;
- No default or event of default has occurred and is continuing under any of the transaction documents; and
- The senior lender has received confirmation from an independent engineer that the Project can be operated in the contemplated manner.

ii. The project's existing initial financial structure and projected financial structure

The Bidder has committed to developing, constructing, and operating the Project throughout its lifecycle. The experience, financing history, and skillset brought forth by the Bidder will only add greater certainty that the Project will be successful.

Similar to previous projects that the Bidder has commissioned, the intention is to provide all the capital required to develop the Project to a point where it is ready for construction. It should be noted that in this context, project development includes: initial prospecting; wind analysis; land acquisition; environmental consulting and permitting; interconnection screenings and studies; and finally, a PPA for the Project. Once the Project has reached a milestone where construction is ready to begin, the Bidder will release the appropriate funds from senior debt providers to construct the Project and finalize WTG commissioning.

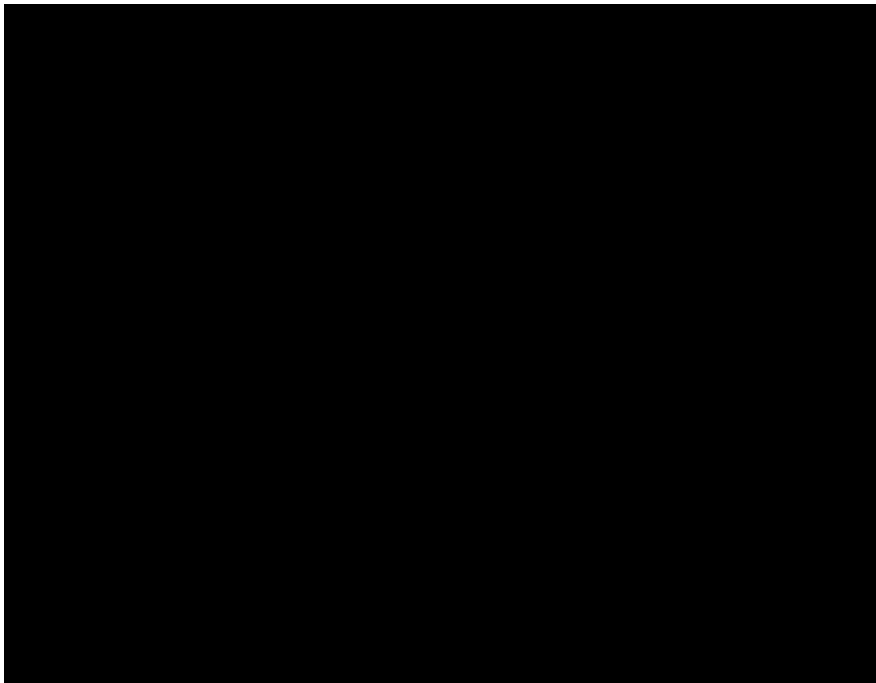
iii. Expected sources of debt and equity financing

The preferred financing approach is to secure senior debt from an eligible lender to be determined before the construction phase. The Bidder anticipates a standard financing arrangement whereby it provides the equity [REDACTED] and the senior lender provides debt [REDACTED]. The debt will be amortized over and up to a [REDACTED] (for a 20-year PPA) and financed in a manner such that it will be underwritten to a P50 debt service coverage ratio of approximately [REDACTED]. The proposed structure is common in renewable energy project finance deals and the Bidder has evidenced a successful track record of such financing structures in Exhibit 5.2B. To this end, the Bidder has developed a series of financial models based on their knowledge of current market conditions that encapsulate the anticipated capital, financing, and operating costs for the Project.

iv. Estimated construction costs

[REDACTED]

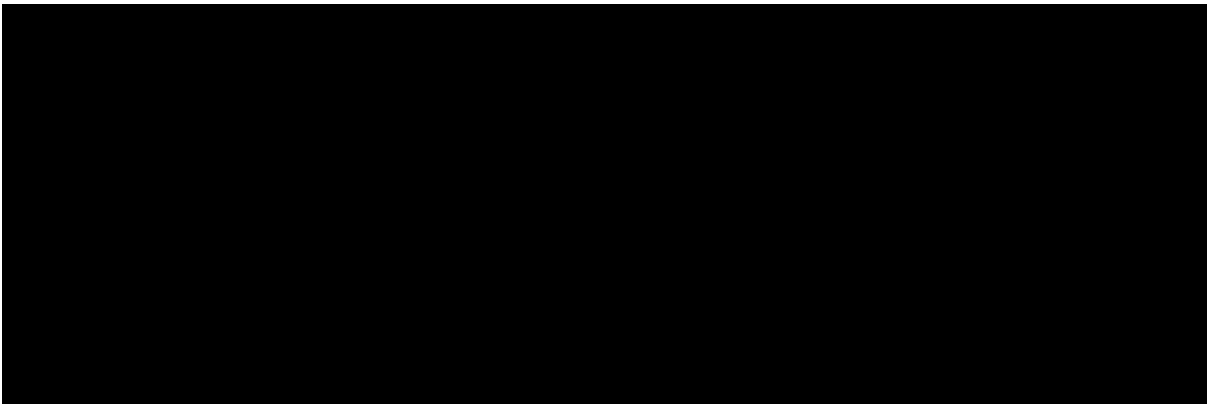
TABLE 5: ESTIMATED CONSTRUCTION COSTS

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v. The projected capital structure

As stated above, the capital structure will consist of an equity investment by the Bidder and includes senior debt. The cash flow analysis suggests that a debt financing of [REDACTED] of total capital costs can be achieved based on current interest rates including a buffer for future rate movements. A simplified source and uses of equity for the Project is shown in the table below.

TABLE 6: SOURCES AND USES OF EQUITY (IN THOUSANDS USD)

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- vi. Describe any agreements, both pre-and post commercial operation date, entered into with respect to equity ownership in the proposed Project and any other financing arrangement.

No definitive agreements have been negotiated between the Bidder and any other entity with respect to equity ownership in the proposed Project. However, as noted above, the intent is to source the required equity for the Project (██████ of project costs) solely through the Bidder.

In addition, the financing plan should address the status of the above activities as well as the financing of development and permitting costs. All bidders are required to provide this information.

The Bidder will provide the required equity to complete all aspects related to the development and permitting of the Project. The Bidder has contacted several potential senior debt lenders for the purposes of financing the Project. Once a PPA has been secured through the RFP process, the Bidder will negotiate appropriate financing terms with a senior debt lender for the Project.

- 5.3 Provide documentation illustrating the experience of the project sponsor in securing financing for projects of similar size and technology. For each project previously financed provide the following information:

- i. Project name and location

Please see the table in Exhibit 5.3A for the project names and locations of all WEB Group projects, all of which were financed by the WEB Group of companies.

- ii. Project type and size

Please see the table in Exhibit 5.3A of this Proposal for the project types and sizes of all WEB Group's projects, all of which were financed by the WEB Group of companies.

- iii. Date of construction and permanent financing

Please see the table in Exhibit 5.3A of this Proposal for the date of construction and permanent financing of all WEB projects, all of which were financed by the WEB Group of companies. Please note: for all projects listed in Exhibit 5.3A under WEB Group's experience, construction started roughly a year before commercial operation was reached. Financial close for each project was timed in accordance with the liquidity situation of the WEB Group in order to minimize total cost of capital. Typically, projects have been financed during the construction phase of each respective project.

- iv. Form of debt and equity financing

Debt financing was achieved with senior debt tailored to each project. Depending on the size of the project, financing was either provided on the balance sheet of WEB or on a non-recourse basis, directly for or in a project-specific company.

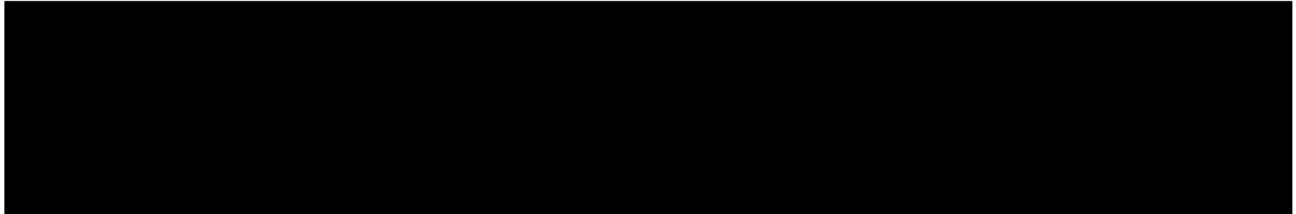
v. Current status of the project

All projects listed in Exhibit 5.3A are operational at the time of this Proposal.

- 5.4 For projects that include new facilities or capital investment, provide evidence that the bidder has the financial resources and financial strength to complete and operate the project as planned.

The financial capability of the Bidder is demonstrated in the table below. The head row of the table refers to the respective financial year for which results are available. The fiscal year for WEB Group ends December 31st.

TABLE 7: FINANCIAL INFORMATION ON WEB GROUP (IN THOUSANDS EUR, UNLESS NOTED)

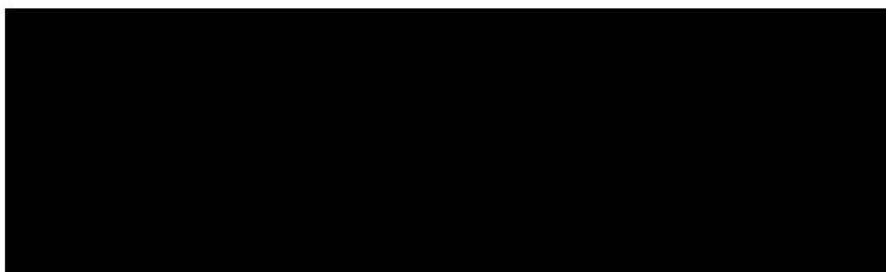
A large black rectangular box redacting the content of Table 7, which was intended to show financial information for WEB Group.

As presented, the Bidder has the financial strength and willingness to progress the Project until Financial Close is reached.

- 5.5 Provide complete copies of the most recent audited financial statement or annual report for each bidder for each of the past three years; including affiliates of the bidder (if audited statements are not available, reviewed or compiled statements are to be provided). Also, provide the credit ratings from Standard & Poor's and Moody's (the senior unsecured long term debt rating or if not available, the corporate rating) of the bidder and any affiliates and partners.

The following table provides a summary of the tangible net worth of WEB Windenergie AG (assuming a USD/EUR exchange rate of 0.87378 as of July 13, 2017):

TABLE 8: SUMMARY OF TANGIBLE NET WORTH OF WEB WINDENERGIE AG



Audited year-end financial statements for WEB Windenergie AG are provided in the company's business reports for the 2014 (pages 98-104), 2015 (pages 92-98), and 2016 (pages 70-147) fiscal years and included in this Proposal as Exhibits 5.5A, 5.5B, and 5.5C, respectively.

5.6 Please also include a list of the board of directors, officers and trustees for the past three years and any persons who the bidder knows will become officers, board members or trustees.

The following legal entity organizational chart outlines the relationship the Bidder has with its parent company, WEB Windenergie AG:

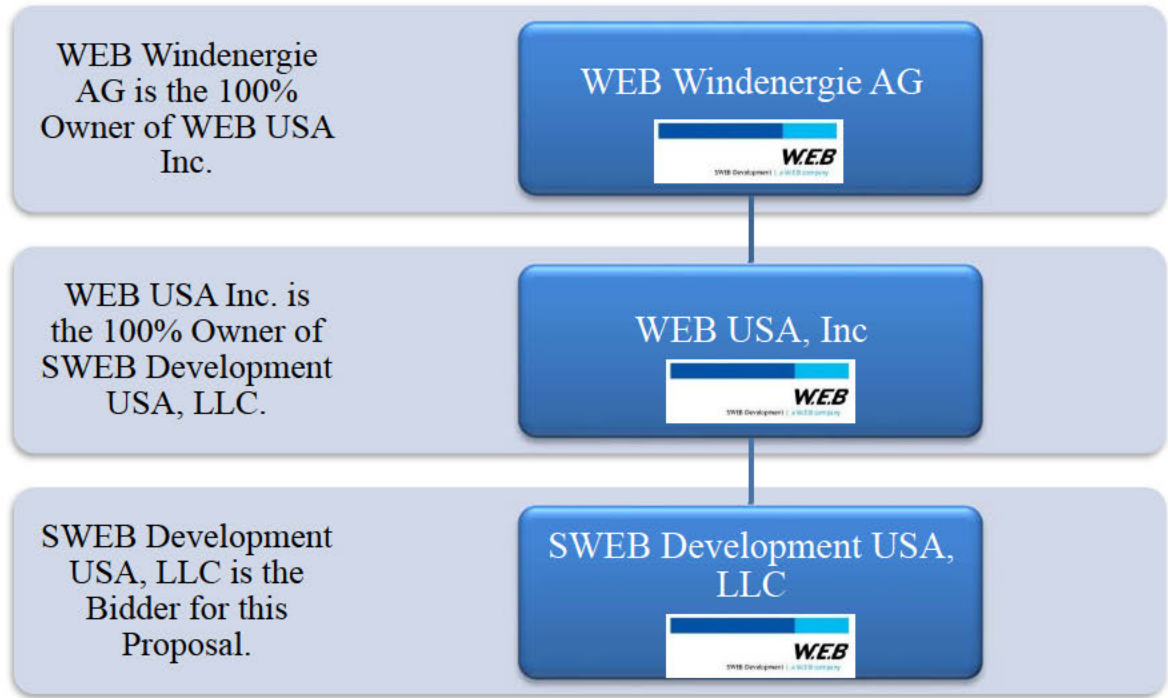
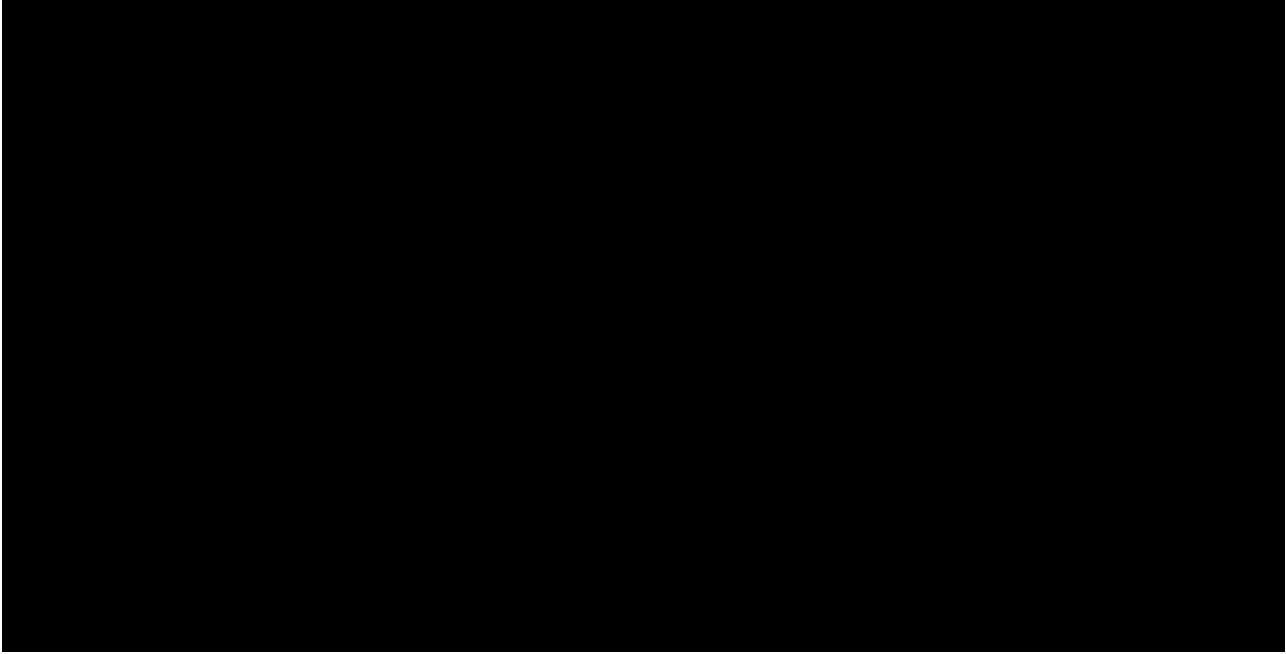


FIGURE 3: LEGAL ENTITY ORGANIZATIONAL CHART

A list of the Directors and Officers of the entities including and associated with the Bidder for the past three years are provided in the table below:

TABLE 9: DIRECTORS AND OFFICERS OF LEGAL ENTITIES SUPPORTING THE PROJECT



- 5.7 The bidder should demonstrate its ability (and/or the ability of its credit support provider) to provide the required security, including its plan for doing so.

The total security requirement (Development Period Security), as defined in the draft PPA under this solicitation is \$20,000 per MW of maximum installed capacity to a total of \$400,000 and it is understood that 50% (\$200,000) is due upon the effective date of the PPA agreement and the remaining 50% (\$200,000) is due 15 days following the receipt of regulatory approval (as defined in the draft PPA under this solicitation). It is understood that the security will be in place until the COD, which is anticipated to be [REDACTED] at which time, the Bidder will be required to post an Operating Period Security of the same value as defined in the draft PPA under this solicitation.

SWEB Development USA, LLC, along with its parent WEB Windenergie AG, has the ability to provide adequate security for this Project. WEB Windenergie AG has placed over €80 million of bonds over the last few years for projects in its portfolio.

- 5.8 Provide a description of any current or recent credit issues/ credit rating downgrade events regarding the bidder or affiliate entities raised by rating agencies, banks, or accounting firms.

There are no current or recent credit issues or credit rating downgrade events regarding the Bidder or affiliate entities raised by rating agencies, banks, or accounting firms.

- 5.9 Describe the role of the Federal Production Tax Credit or Investment Tax Credit (or other incentives) on the financing of the project.

The Project has qualified for federal tax credits based on commencing construction of the Project in

[REDACTED]

- 5.10 Bidders must disclose any pending (currently or in the past three years) litigation or disputes related to projects developed, owned or managed by Bidder or any of its affiliates in the United States, or related to any energy product sale agreement.

There are no litigation or disputes pending related to projects developed, owned or managed by the Bidder or any of its affiliates in the United States, or related to any energy product sale agreement.

[REDACTED]

- 5.11 What is the expected operating life of the proposed project? What is the depreciation period for all substantial physical aspects of the bid, including generation facilities, transmission lead lines to move power to the grid, transmission proposals, and mandatory and voluntary transmission system upgrades?

As a base case, the proposed Project will operate for 20 years, with all equipment designed to surpass this operational period. SWEB Development USA, LLC, through its ultimate parent, WEB Windenergie AG, is well-poised to maintain the Project in partnership with the WTG supplier and other equipment suppliers for the Project. Given the Bidder's extensive experience with overseeing constructing and maintaining electrical infrastructure, the Project's overall performance and operation will be well-supported. Of important note, the WTG technology proposed for this Project has or will have received DNV Certification prior to the date of commissioning and therefore operation

[REDACTED]

The projected taxable assessed value of the Project assets is based upon the current taxation rate for the Pisgah Mountain Wind Energy Project, and will be depreciated over a useful life of 20 years, commensurate with industry standards. Based on the taxation rate of the Town of Clifton, the taxable depreciation o

[REDACTED]

- 5.12 For projects that include new facilities or capital investment, has the bidder already obtained financing, or a commitment of financing, for the project? If financing has not been obtained, explain how obtaining a long-term agreement as proposed will help you in obtaining financing for the proposed project, in obtaining more favorable terms for the financing of the proposed project, or in supporting the future capital investment.

The Bidder has not yet obtained financing or a commitment for financing for the Project, as senior lenders typically require, amongst other things, a signed and executable PPA as a prerequisite for project finance. The acquisition of a long-term PPA or agreement will provide more certainty to lending agencies that the Project will generate revenue to meet debt service obligations. Typically, a longer PPA term is viewed as an advantage to the senior debt provider as it limits the risk of lending and enables the bank to provide longer terms of debt financing.

- 5.13 State whether the bidder or its affiliates have executed agreements with respect to energy, RECs and/or capacity for the project (including any agreements that have been terminated) and provide information regarding the associated term and quantities, and whether bidder has been alleged to have defaulted under or breached any such agreement.

The Bidder and its affiliates have not executed agreements with respect to energy, Class I RECs and/or capacity for the Project.

- 5.14 List all of the Bidder's affiliated entities and joint ventures transacting business in the energy sector.

Please find below a list of affiliated entities.

TABLE 10: BIDDER'S AFFILIATED ENTITIES

Country	Name	Mailing Address
Germany	WEB Windenergie Betriebsgesellschaft Deutschland GmbH	Sachsentr 29, 21029 Hamburg, Germany
Germany	WEB Windenergie Loickenzin Betriebsgesellschaft GmbH & Co KG	Gültzer Weg 2, 17091 Tützpatz
Germany	WEB Windenergie Loickenzin GmbH	Gültzer Weg 2, 17091 Tützpatz
Germany	Zweite Windpark Weener GmbH & Co KG	c/o BCH Business Center Hessepark, Im Hessepark 24 a), 26826 Weener
Germany	2. Windpark Weener Verwaltungs GmbH	c/o BCH Business Center Hessepark, Im Hessepark 24 a), 26826 Weener
Germany	Windpark Weener Pooling GmbH & Co KG	c/o BCH Business Center Hessepark, Im Hessepark 24 a), 26826 Weener
Germany	Windpark Weener Pooling Verwaltungs-GmbH	c/o BCH Business Center Hessepark, Im Hessepark 24 a), 26826 Weener

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Austria	WEB Windenergie Betriebs GmbH	Davidstraße 1, 3834 Pfaffenschlag
Austria	WEB Windpark GmbH & Co KG	Davidstraße 1, 3834 Pfaffenschlag
Austria	WEB Photovoltaik AG & Co KG	Davidstraße 1, 3834 Pfaffenschlag
Austria	WEB Traisenwind GmbH	Davidstraße 1, 3834 Pfaffenschlag
Austria	WEB PV GmbH	Davidstraße 1, 3834 Pfaffenschlag
Austria	Sternwind Errichtungs- und BetriebsGmbH	Gebauerweg 26, 4190 Bad Leonfelden
Austria	Sternwind III GmbH	Hauptstraße 7, 4191 Vorderweißenbach
Austria	Sternwind Errichtungs- und BetriebsGmbH & Co KG	Hauptstraße 7, 4191 Vorderweißenbach
Austria	ELLA AG	Davidstraße 1, 3834 Pfaffenschlag
Austria	Tauernwind Windkraftanlagen GmbH	Pottenbrunner Hauptstraße 77, 3140 Pottenbrunn
Austria	Weinviertler Energie GmbH & Co KG	Ferdinand Hanuschg. 22, 2000 Stockerau
Austria	WEB Windenergie AG	Davidstraße 1, 3834 Pfaffenschlag
Czech Republic	WEB Vetrná Energie s.r.o.	Risova 21, 641 00 Brno-Zebetin
Czech Republic	Friendly Energy s.r.o.	Risova 21, 641 00 Brno-Zebetin
France	WEB Energie du Vent SAS	22, rue Charcot, 75013 Paris
France	Société d'Electricité du Nord SARL	22, rue Charcot, 75013 Paris
France	Energie Verte Plaine d'Artois SAS	14, Rue Gabriel Monod, 76600 Le Havre
France	Les Gourlus Holding II SARL	22, rue Charcot, 75013 Paris
France	Parc éolien des Portes du Cambresis	22, rue Charcot, 75013 Paris
France	Parc éolien de Champigneul Pocancy SAS	22, rue Charcot, 75013 Paris
France	Les Gourlus Holding SAS	22, rue Charcot, 75013 Paris

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France	WP France 4 SNC	22, rue Charcot, 75013 Paris
France	CEPE Bel Air Nord SAS	22, rue Charcot, 75013 Paris
France	W.E.B Parc Eolien des Vallees	22, rue Charcot, 75013 Paris
France	W.E.B Parc Eolien des Vents du Serein	22, rue Charcot, 75013 Paris
France	W.E.B Parc Eolien du Pays Blancourtien	22, rue Charcot, 75013 Paris;
Italy	WEB Italia Energie Rinnovabili s.r.l.	Via Leonardo da Vinci 15, 39100 Bozen
Italy	Società di gestione impianti fotovoltaici s.r.l.	Via Leonardo da Vinci 15, 39100 Bozen
Italy	Società Elettrica Ligure Toscana s.r.l. (SELT)	Piazza Cavour 7, 20121 Mailand
Canada	WEB Wind Energy North America Inc.	6080 Young St, Halifax, NS B3K 5L2
Canada	SWEB Development Inc.	6080 Young St, Halifax, NS B3K 5L2
Canada	SWEB Development LP	6080 Young St, Halifax, NS B3K 5L2
Canada	Scotian WEB Inc.	6080 Young St, Halifax, NS B3K 5L2
Canada	Scotian WEB LP	6080 Young St, Halifax, NS B3K 5L2
Canada	Scotian WEB II Inc.	6080 Young St, Halifax, NS B3K 5L2
Canada	Scotian WEB II LP	6080 Young St, Halifax, NS B3K 5L2
Canada	Scotian WEB III Inc.	6080 Young St, Halifax, NS B3K 5L2
Canada	Scotian WEB III LP	6080 Young St, Halifax, NS B3K 5L2
Canada	SWEB Ownership Ontario Inc.	79 Wellington Street West, 30th Floor, TD South Tower, Toronto, ON M5K1N2
Canada	SWEB Development Ontario Inc.	79 Wellington Street West, 30th Floor, TD South Tower, Toronto, ON M5K1N2
Canada	SWEB Development (Ontario) LP	79 Wellington Street West, 30th Floor, TD South Tower, Toronto, ON M5K1N2

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Canada	SWEB Ownership (Ontario) LP	79 Wellington Street West, 30th Floor, TD South Tower, Toronto, ON M5K1N2
USA	WEB USA Inc.	2711, Centerville Road, Suite 400, Willmington, New Castle County Delaware 19808
USA	SWEB Development USA, LLC (Bidder)	2711, Centerville Road, Suite 400, Willmington, New Castle County Delaware 19808
USA	Pisgah Mountain, LLC [REDACTED]	129 7 th street, Bangor, Maine 04401
Bulgaria	Regenerative Energy Bulgaria EOOD	Sofia 1000, Bezirk Triadiza, Alabin Str. 56, 2. St.

- 5.15 Has Bidder, or any affiliate of Bidder, in the last five years, (a) consented to the appointment of, or was taken in possession by, a receiver, trustee, custodian or liquidator of a substantial part of its assets, (b) filed a bankruptcy petition in any bankruptcy court proceeding, (c) answered, consented or sought relief under any bankruptcy or similar law or failed to obtain a dismissal of an involuntary petition, (d) admitted in writing of its inability to pay its debts when due, (e) made a general assignment for the benefit of creditors, (f) was the subject of an involuntary proceeding seeking to adjudicate that Party bankrupt or insolvent, (g) sought reorganization, arrangement, adjustment, or composition of it or its debt under any law relating to bankruptcy, insolvency or reorganization or relief of debtors?

None of the issues described above have occurred.

- 5.16 Briefly describe any known conflicts of interest between Bidder or an affiliate of Bidder and any Distribution Company, or any affiliates of the foregoing.

No such conflict of interest exists or has ever occurred.

- 5.17 Describe any litigation, disputes, claims or complaints involving the Bidder or an affiliate of Bidder, against any Distribution Company or any affiliate of any Distribution Company.

No such litigation, disputes, claims or complaints exist or have ever occurred. The Bidder is currently not doing business in Massachusetts and does not have any relationship – contractual or otherwise – with any Massachusetts Distribution Company, or any affiliates of the foregoing.

- 5.18 Describe any litigation, disputes, claims or complaints, or events of default or other failure to satisfy contract obligations, or failure to deliver products, involving Bidder or an affiliate of Bidder, and relating to the purchase or sale of energy, capacity or renewable energy certificates or products.

No such litigation, disputes, claims or complaints exists or has ever occurred.

- 5.19 Confirm that Bidder, and the directors, employees and agents of Bidder and any affiliate of Bidder are not currently under investigation by any governmental agency and have not in the last four years been convicted or found liable for any act prohibited by State or Federal law in any jurisdiction involving conspiracy, collusion or other impropriety with respect to bidding on any contract, or have been the subject of any debarment action (detail any exceptions).

The Bidder confirms to the best of its knowledge, that none of the above is the case.

- 5.20 Identify all regulatory and other approvals needed by Bidder to execute a binding sale agreement.

No regulatory or other approval is necessary for the Bidder to execute a binding sale agreement and no regulatory or other approval would currently be necessary for any project company which might be created by the Bidder for such purpose.

- 5.20 Describe how the project will conform to FERC's applicable regulatory requirements, including, but not limited to, FERC requirements relating to allocation of transmission capacity and open access, the justness and reasonableness of rates, the potential for undue preference or discrimination, and affiliate dealings, if any. Describe how your proposed approach is consistent with FERC precedent and ratemaking principles.

The Project will apply for all applicable and necessary Federal Energy Regulatory Commission (FERC) approvals required for the operation in the ISO NE Energy and Capacity Markets. The Project will comply with all ISO NE and FERC regulations and reporting requirements, including electric quarterly reports and any status changes.

The Bidder will operate in accordance with all applicable FERC Regulatory requirements, including open access, just and reasonable rates, affiliate dealings, and the FERC Standards of Conduct. The Bidder will also abide by the terms of the ISO New England Tariff and any Small Generator Interconnection Agreement requirements by and among SWEB Development USA, LLC, the Project company to be established and Emera Maine, the interconnecting transmission owner.

The Bidder is an ISO NE Lead Market Participant and NEPOOL member and has disclosed all affiliates. The Bidder has no affiliated transmission owners. The Project does not include transmission or distribution facilities other than interconnection facilities necessary to deliver power to the POI and the ISO NE Administered Transmission System. Additionally, the Bidder will apply for Market Based Rate Authority to FERC. This filing will show that the Bidder and its affiliates do not have or have adequately mitigated horizontal and vertical market power. The Project does not include any transmission system upgrades beyond the required facilities beyond its POI. Furthermore, the Project will seek Qualified Facility status and Exempt Wholesale Generator Status as appropriate for the Project's regulatory needs.

The Project would operate under the ISO NE Markets and Services Tariff and Open Access Transmission Tariff. This would ensure both adherence to the FERC requirements around transmission capacity and open access.

Through the participation in this RFP, the Project can ensure just and reasonable rates. The Project owners do not have any other FERC regulated entities (independent power producers, transmission owner's etc.) in the ISO NE Market and therefore do not see any conflicts relating to undue preference, discrimination or affiliate dealings.

5.21 Describe and document any and all direct and indirect affiliations and affiliate relationships, financial or otherwise in the past three years between the bidder and one or more of the Distribution Companies and their affiliates, including all relationships in which one of the Distribution Companies has a financial or voting interest (direct or indirect) in the bidder or the bidder's proposed project. These relationships include:

- Corporate or other joint arrangements, joint ventures, joint operations whether control exists or not;
- Minority ownership (50% or less investee);
- Joint development agreements;
- Operating segments that are consolidated as part of the financial reporting process ;
- Related parties with common ownership;
- Credit, debenture, and financing arrangements, whether a convertible equity feature is present or not;
- Wholly owned subsidiaries; and
- Commercial (including real property) relationships with any Distribution Company.

[REDACTED]

**SECTION 6 OF APPENDIX B TO THE RFP
SITING, INTERCONNECTION, AND DELIVERABILITY**

This section of the proposal addresses project location, siting, real property rights and interconnection issues. Bidders should ensure that the threshold criteria outlined in Section 2.2 of the RFP for generation, transmission proposals, and system upgrades are verified in their responses.

- 6.1 Provide a site plan including a map of the site that clearly identifies the location of the Eligible Facility site and/or Transmission Project route, the assumed right-of-way width, the total acreage for Eligible Facilities, the anticipated interconnection point (or, if applicable, multiple points for a Transmission Project), and the relationship of the site to other local infrastructure, including transmission facilities, roadways, and water sources. In addition to providing the required map, provide a site layout plan which illustrates the location of all major equipment and facilities on the site.

Site plan included? Yes ☒ No ☐ If not, please explain:

See Exhibit 6.1A for detailed a Site Plan and Exhibit 6.1B for a Site Layout.

- 6.2 Identify any real property rights (e.g., fee-owned parcels, rights-of-way, development rights or easements or leases) that provide the right to use the Eligible Facility site and/or Transmission Project route, including, for Eligible Facilities, and any rights of way needed for interconnection.

- i. Does the project have a right to use the Eligible Facility site and/or Transmission Project route for the entire proposed term of the PPA or tariff (e.g., by virtue of ownership or land development rights obtained from the owner)?

Yes ☒ No ☐ If not, please explain:

The Project has a clear avenue towards finalizing the Eligible Facility site through direct ownership of the land.

- ii. If so, please detail the Bidder's rights to control the Eligible Facility site and/or Transmission Project route control.

[REDACTED] is 49% owner of the adjacent Pisgah Mountain Energy Wind Project parcel, as per the quitclaim deed from Paul and Sandy Fuller in favor of SWEB Development USA, LLC Exhibit 6.2A.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- iii. Describe the status of acquisition of real property rights, any options in place for the exercise of these rights and describe the plan for securing the necessary real property rights, including the proposed timeline. Include these plans and the timeline in the overall project timeline.

The project parcel is owned by the Bidder. The interconnection equipment will be located on the lands of Pisgah Mountain, LLC. An easement, lease, or subdivision will be granted to the Bidder in mid-2019 after the results of the SIS are received to ensure all necessary interconnection infrastructure is finalized. [REDACTED]

See the Project schedule in Exhibit 10.1A for a detailed timeline of real property rights acquisition.

- iv. Identify any joint use of existing or proposed real property rights

[REDACTED]

- 6.3 Provide evidence that the Eligible Facility site and/or Transmission Project route is properly zoned or permitted. If the Eligible Facility site and/or Transmission Project route is not currently zoned or permitted properly, identify present and required zoning and/or land use designations and permits and provide a permitting plan and timeline to secure the necessary approvals.

Detail the zoning and permitting issues:

The Project is located in the state of Maine within the municipal boundaries of the Town of Clifton. The Project will comprise of [REDACTED] and feed into Emera Maine transmission lines via a step-up substation and a three-breaker ring bus to the west of the Pisgah Mountain Wind Energy Project POI, as per the site plan in Exhibit 6.1A. The substation and three-breaker ring bus yard will be located entirely on the lands of Pisgah Mountain, [REDACTED]. [REDACTED] The permitting for the Project and all associated interconnection infrastructure will be permitted together.

The Project falls under the jurisdiction of the Town of Clifton for the Building permit, and the State of Maine DEP for the Application for the siting certification for Small-Scale Wind Energy Developments, Title 35-A, Maine Revised Statutes, Annotated, Section 3456 as well as the Stormwater Management Law 38 M.R.S.A. § 420-D. See Exhibit 6.3A for a permitting timeline. The Project will also require an FAA determination of no-hazard.

The necessary permits are discussed in further detail below. The Project will also require a Small Generator Interconnection Agreement with ISO New England.

Town of Clifton Building Permit

According to the Land Use Ordinance Map of the Town of Clifton, the Project site is located in the Primary Growth Management Area, GMA 3, 'Rural Preservation Zone'. Pursuant to Article 14 of the Land Use Ordinance for the Town of Clifton, industrial wind energy facilities are allowable in this zone with a permit granted by the town after a project review by the Planning Board. The long lead time for the Town of Clifton's review process in the Project schedule, Exhibit 10.1A, is a conservative estimate for their review process based on the Bidder's experience permitting the Pisgah Mountain Wind Energy Project. The town is generally supportive of the Project, as evidenced in a letter of support for the Project, Exhibit 7.4A.

Maine Department of Environmental Protection Small Scale Wind Energy Certification

The Maine DEP Title 35-A, Maine Revised Statutes, Annotated, Section 3456 requires a project footprint to remain below certain thresholds to qualify as a small-scale wind facility. To manage these thresholds, the project site plan, Exhibit 6.1A, maximizes the use of existing roads. The permitting applications stipulate that the applicant is required to conduct wetland and watercourse surveys and demonstrate that the Project will be constructed using the best practical mitigation techniques for mitigating impacts to endangered and threatened species. The permitting scope and timeline listed above is based on the Small-Scale Wind Energy Certification last updated in December 2016, as well as conversations clarifying the scope of work with the Maine Department of Inland Fisheries and Wildlife (Maine DIFW).

State of Maine Department of Environmental Protection Stormwater Permit

The Stormwater Management Law 38 M.R.S.A. § 420-D, is in place to protect surface water quality. Permit application preparation will commence in the summer of 2018 and will include ground surveys of all existing impervious surfaces in the project area. Generally, on this site this will include existing gravel woods roads and un-vegetated wood yards. Survey results will allow the design and implementation of stormwater control structures. Final civil designs will include roadway grading plans, roadway plan and profiles, turbine site grading plans, stormwater conveyance and treatment measures, erosion control information, and permanent and temporary construction access ways. A Maine DEP stormwater permit application will be prepared based on the proposed final plans for the Project. This application will include required submission items including calculations on treatment measures for the Project to ensure required standards are met.

FAA Permit – Determination of no-hazard

Prior to being constructed, all wind farms must receive a notice of non-obstruction to air traffic from the Federal Aviation Administration. The Bidder anticipates the process taking approximately three to six months, and is unlikely to have any challenge in this regard since it is adjacent to an existing wind project.

ISO New England – Small-Generation Interconnection Agreement

Wind farms under 20 MW in size must execute a Small-Generation Interconnection Agreement (SGIA) with ISO NE. The process begins with a Small Generator Interconnection Request and follows with an analysis of the Project's impact on the grid by ISO NE. The Interconnection Request will progress through the interconnection queue leading to a Small Generator Interconnection Agreement. The Project has been submitted to the ISO NE interconnection study queue as QP 649. The interconnection study queue in the state of Maine is long and we do not anticipate the commencement of the SIS until 2019. The Project timeline, Exhibit 10.1A, reflects a realistic approach to the wait time for the queue.

Permitting plan and timeline:

See the Exhibit 6.3A for a project permitting schedule. After discussions with the Maine DIFW, a

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- 6.4 Provide a description of the area surrounding the Eligible Facility site and/or Transmission Project route, including a description of the local zoning, flood plain information, existing land use and setting (woodlands, grasslands, agriculture, other).

The area surrounding the Eligible Project Site is predominantly woodlands with cobbled till and rocky outcropping that primarily support timber harvest, blueberry farming, and gravel extraction. The area is designated 'Rural Preservation' by the Town of Clifton, which is reserved for areas of natural resource-based utilization. There are no residences on any of the abutting parcels, and the nearest home lies more than 4,000 feet away. The nearest flood plain region is in creek beds more than a mile away from the Eligible Project site.

All necessary interconnection infrastructure will be located on the Eligible Project site. The Project will interconnect to the Emera Maine 115kV transmission line 66, which is immediately adjacent to the Project site.

- 6.5 For Eligible Facilities, describe and provide a map of the proposed interconnection that includes the path from the generation site to the ISO New England Inc. ("ISO NE") Pool Transmission Facilities ("PTF"). Describe how the bidder plans to gain interconnection path site control.

Interconnection map included? Yes: ☒ No: ☐ if not, please explain:

See Exhibit 6.5A for a map of the collector and interconnection facilities.

Interconnection site control plan:

The interconnection infrastructure is located entirely on the lands of Pisgah Mountain, LLC, in

[REDACTED]

[REDACTED]

- 6.6 Please describe the status of any planned interconnection to the grid. Has the bidder made a valid interconnection request to ISO NE, the applicable New England Transmission Owner, or any neighboring control areas, to interconnect at the Capacity Capability Interconnection Standard? Have any studies been completed by ISO NE or the applicable Transmission or Distribution Owner? If multiple interconnection requests have been made, please specify all such active requests which have not been superseded by subsequent requests and information regarding the status of each. Provide copies of any requests made and studies completed. Describe how such studies and information support the costs assumed in preparing your bid and the associated timeline proposed.

SWEB Development USA, LLC has made a valid interconnection request to ISO NE through the Interconnection Request Tracking Tool (IRTT), with the reference number SWE-41731. This Interconnection Request is now active and the Project has been given Queue Position 649.

SWEB Development USA, LLC had the scoping meeting for the Project on June 6, 2017. Participants from Emera Maine, who is the Transmission Owner, as well as participants from Central Maine Power (CMP), the affected party, attended the meeting and are aware of the Project.

Additionally, SWEB Development USA, LLC has signed the Interconnection System Impact Study Agreement (ISISA) and has paid the initial deposit of 50% of the total good faith estimate provided from ISO NE for the System Impact Studies.

- 6.7 Describe the Project's electrical system performance and its impact to the reliability of the New England Transmission system. For Transmission Projects provide a description of how the project would satisfy ISO NE's I.3.9 requirements. Provide the status of any interconnection studies already underway with ISO NE and/or the transmission owner. Provide a copy of any studies completed to date. Provide a copy of an interconnection agreement, if any, executed by the bidder with respect to the proposed project. If an interconnection agreement has not been executed, please provide the steps that need to be completed before an interconnection agreement can be executed and the associated timeline.

Performance and its impact:

See Exhibit 6.7A for an I.3.9 Proxy Study.

The primary objective the I.3.9 Proxy Study was to show that the QP 649 Project does not pose any significant adverse impact on the reliability, stability and operating characteristics of the Central Maine Power transmission system, the transmission facilities of another Transmission Owner, or the system of a Market Participant. Steady state and stability analyses were completed for this Study.

Steady State

Project Description

- Aggregate WTG representing [REDACTED] each equipped with their own dedicated [REDACTED] GSU.
- Project collector string operating at 34.5 kV nominal.
- 115/34.5 kV step up transformer (15/20/25 MVA) connecting the Project collector system to the [REDACTED]

Steady State Voltage and Thermal

[REDACTED]

Stability Assessment

[REDACTED]

[REDACTED]

Conclusions

[REDACTED]

Attachments:

Copy of completed studies attached: ☒ If none, please explain:

See Exhibit 6.7A for the of i.3.9 Proxy Study completed by RLC engineering. The Project QP 649, when interconnected to the New England transmission system [REDACTED]

Copy of Interconnection Agreement attached: ☒ If none, please explain:

See Exhibit 6.7B for the Interconnection System Impact Study Agreement countersigned by all parties. All monies due have been received and the Project is noted on the IRTT as QP 649.

- 6.8 Projects that do not have I.3.9 approval from ISO NE must include technical reports or system impact studies that approximate the ISO NE interconnection process, including but not limited to clear documentation of study technical and cost assumptions, reasoning, and justification of such assumptions. All studies must assume the project will interconnect using the Capacity Capability Interconnection Standard, must use the current ISO NE interconnection process (including network impact scenarios from multiple projects interconnecting), and must also detail any assumptions with respect to projects ahead of the proposed project in the ISO NE interconnection queue and any assumptions as to changes to the transmission system that differ from the current ISO NE Regional System Plan. Please include a scenario analysis that shows how changes in the project interconnection queue could impact interconnection costs.

The Project is currently in the ISO NE Interconnection Queue in Queue Position 649. The POI for the Project is a new three breaker ring bus connecting to the 115kV transmission line between the Graham and Rebel Hill substations, west of the Pisgah Mountain Wind Energy Project line tap.

The Bidder is presenting Exhibit 6.7A, a report that approximates the I.3.9 System Impact Study completed by RLC Engineering. This report identifies the interconnection facilities to connect to the ISO NE Transmission System, and concludes that the Project will have [REDACTED]

[REDACTED] The Project will interconnect at a standard equivalent to the CCIS to deliver clean energy within the Project's load zone, as is required by Section 2.2.1.3 of the RFP.

The reports in Exhibit 6.7A and Exhibit 6.14A demonstrate the following:

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

[REDACTED] The Bidder has included the worst-case congestion scenario in its committed Clean Energy Delivery Profile, in Part V(a) of the CPPD form found in Exhibit 1A.

ISO NE System Impact Study Queue Backlog

The Bidder has assumed a conservative and realistic timeline for the Interconnection Queue backlog that presently exists in the ISO NE area in which the Project is located. A change to the interconnection queue may affect the Project interconnection costs in proportion to the time value of money as the date of the SIS changes. While some projects may take longer in the queue than anticipated, changes to the ISO NE regulations involving clustering may combine projects into large System Impact Studies and reduce the total wait time. Clustering may remove queue congestion in one of two ways: 1) successful clusters move projects through as a group and require less time than each project being studied individually, or 2) projects that fail to make the large security deposits for their SIS will collapse clusters, moving all potentially clustered projects to the bottom of the queue.

- 6.9 To the extent that you provide an alternative interconnection scenario based on ISO-proposed interconnection process changes, you must also include studies using the proposed ISO NE-proposed process. Any such studies must be accompanied with clear documentation of study technical and cost assumptions, reasoning, and justification of such assumptions.

No alternative interconnection plan is contemplated in this bid.

- 6.10 Provide the electrical models of all energy resources supporting the proposed project in accordance with the filing requirements of the ISO NE Tariff Schedule 22 and 23.

Electrical models attached: ☒ If none, please explain:

A Small Generator Interconnection Request for the Project as a Capacity Network Resource was granted in May 2017, and the Project received queue position 649; ref SWE-41731. When the Project was submitted, the plan of record included the best available technology at the time:

[REDACTED]

The Exhibits submitted to ISO NE to support the SIS for the Project are listed below and attached to this Proposal as Exhibits 6.10A through H. Please note that some of the reports list the Project as

'Pisgah Phase II', or 'Pisgah Site Expansion'. All Exhibits are included as they were at the time of Interconnection Request submission.

Exhibit 6.10A – The Small Generator Interconnection Request Form

Exhibit 6.10B – The Silver Maple Wind Site Map

Exhibit 6.10C – The Silver Maple One Line Diagram

Exhibit 6.10D – [REDACTED] General Specifications

Exhibit 6.10E – All PSSE data

Exhibit 6.10F – PSCAD package

Exhibit 6.10G – PSSE Validation Report

Exhibit 6.10H – PSSE/PSCAD Benchmarking Study

6.11 Provide a copy of an electrical one-line diagram showing the interconnection facilities and the relevant facilities of the transmission and/or distribution provider.

Electrical one-line diagram attached: ☒ If none, please explain:

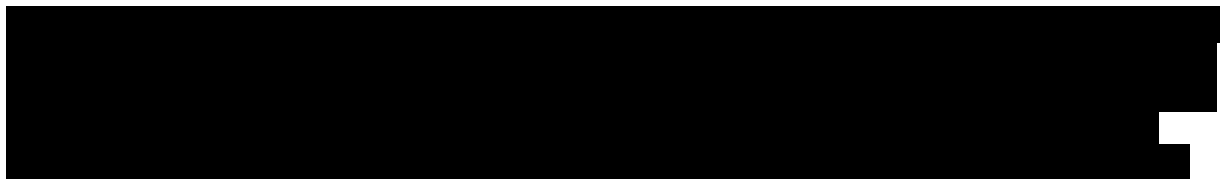
See Exhibit 6.11A for an electrical one-line diagram showing the interconnection facilities and the relevant facilities of the transmission and/or distribution provider.

6.12 Specify and describe the current or new interconnection facilities (lines, transformers, switching equipment, system control protection, etc.) that bidder owns or is intending to construct or have constructed in order to deliver the proposed energy.

[REDACTED]

[REDACTED]

[REDACTED]



There will be three turbine feeders. WTG 1 will have a feeder to itself. WTG 2 and WTG 3 will be daisy chained and share a feeder and so will WTG 4 and WTG 5.

6.13 Incremental data requirements for Projects that include Transmission facilities;

1. IDV file(s) in PSSE v32 format modeling only the new/modified Transmission components of the project: ☐ If none, please explain:

IDV files have been included in the PSSE modeling and can be found in Exhibit 6.13A

If the Bidder does not use PSSE, provide in text format necessary modeling data as follows:

- Line Data:
Voltage Thermal Ratings

Impedances (r, X and B)

Line Length: from to
(bus numbers and names)

N/A

- Transformer data (including Phase shifting transformers if applicable):
Terminal Voltages Thermal Ratings

Impedance

From To
(bus numbers and names)

N/A

- Reactive compensation models as necessary

N/A

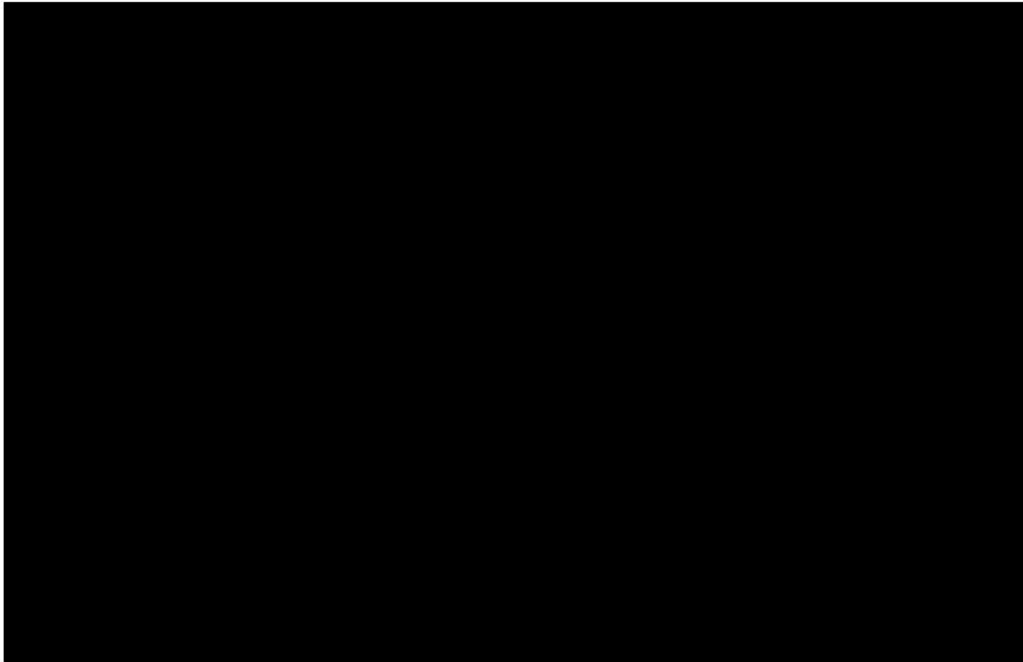
- Other changes to the model that would occur due to a Project such as terminal changes for lines/transformer/generator leads/loads etc.

N/A

- 6.14 Please detail with supporting information and studies (as available) that the energy contemplated in your proposal is able to be delivered to the Distribution Companies without material constraint or curtailment.

See Exhibit 6.14A for a congestion analysis based on real historic data with various scenarios. The Bidder has taken a worst-case scenario approach and assumed a [REDACTED] on the net production presented in the Energy Yield Assessment, Exhibit 4.1A and applied it to all commitments in the CPPD form Part V(a), Exhibit 1A.

TABLE 11: ANNUAL CONGESTION RESULTS



- 6.15 Please provide sufficient information and documentation to demonstrate that the proposed point of delivery into ISO NE, along with their proposed interconnection and transmission upgrades including any transmission upgrades beyond the point of interconnection, is sufficient to ensure full dispatch of the proposal's Clean Energy Generation profile.

The Project will not require any transmission upgrades beyond the point of interconnection.

[REDACTED]

[REDACTED]

[REDACTED]

**SECTION 7 OF APPENDIX B TO THE RFP
ENVIRONMENTAL ASSESSMENT, PERMIT ACQUISITION PLAN AND NEW CLASS I
RPS CERTIFICATION**

This section addresses environmental and other regulatory issues associated with project siting, development and operations for both generation and transmission projects, as applicable.

- 7.1 Provide a list of all the permits, licenses, and environmental assessments and/or environmental impact statements required. If a bidder has secured any permit or has applied for a permit, please identify in the response.
- i. Provide a list of all Federal, state and local permits, licenses, and environmental assessments and/or environmental impact statements required to construct and operate the project.

The Project is located in the state of Maine within the municipal boundaries of the Town of Clifton. The Pisgah Mountain Wind Energy Project lands, when studied for environmental permits, included the parcel that is now owned by SWEB Development USA, LLC. The parcels have since been subdivided. As such, many of the Project site studies conducted for the Pisgah Mountain Wind Energy Project can be applied to the Project site. The Project will be comprised [REDACTED] and interconnect into Emera Maine transmission lines via a step-up substation and a three-breaker ring bus to the west of the Pisgah Mountain Wind Energy Project as per Exhibit 6.1A. The substation and three-breaker ring bus yard will be located entirely on the lands of Pisgah Mountain, LLC, in which SWEB Development USA, LLC is the primary controller. The permitting for the Project and all associated interconnection infrastructure will be completed together. At present, no permits have been obtained for this Project.

- The necessary Building Permit for the Project falls under the jurisdiction of the Town of Clifton, and the Maine DEP for the Application for the siting certification for Small-Scale Wind Energy Developments, Title 35-A, Maine Revised Statutes, Annotated, Section 3456 as well as the Stormwater Management Law 38 M.R.S.A. § 420-D. See Exhibit 6.3A for the project permitting schedule. The necessary permits are discussed in further detail below. The Project will also require an FFA determination of no-hazard.
- The necessary permits and the regulatory agencies for this Project are listed below:
 - Town of Clifton – Building Permit
 - ISO New England – Small-Generation Interconnection Agreement
 - Maine Department of Environmental Protection Small Wind Certificate
 - Maine Department of Environmental Protection Storm Water runoff permit
 - Federal Aviation Administration (FAA) - Determination of Non-Hazard

All environmental assessments are captured in the requirements for the above permits. The Project team is experienced in permitting projects in this jurisdiction on a site adjacent to this proposed Project site. The Bidder does not foresee any issues obtaining any of the above permits.

- ii. Identify the governmental agencies that will issue or approve the required permits, licenses, and environmental assessments and/or environmental impact statements.

Governmental agencies include the following: Town of Clifton, ISO New England, Maine Department of Environmental Protection, and Federal Aviation Administration.

- 7.2 Provide the anticipated timeline for seeking and receiving the required permits, licenses, and environmental assessments and/or environmental impact statements. Include a project approval assessment which describes, in narrative form, each segment of the process, the required permit or approval, the status of the request or application and the basis for projection of success by the milestone date. All requirements should be included on the project schedule in Section 10.

See Exhibit 10.1A for a full project schedule including permitting. See Exhibit 6.3A for a permitting specific timeline. The Project has not received any permits to date.

Town of Clifton – Building Permit

According to the Land Use Ordinance Map of the Town of Clifton, the Project site is located in the Primary Growth Management Area, GMA 3, ‘Rural Preservation Zone’. Pursuant to Article 14 of the Land Use Ordinance for the Town of Clifton, industrial wind energy facilities are allowable in this zone with permit granted by the town after a project review by the Planning Board.

The process for building permit approval in the Town of Clifton begins with conducting the necessary environmental impact assessments such as a sound level assessment, a shadow flicker study, and storm water runoff design. Once all necessary studies are complete, the building permit application is submitted to the town Planning Board. The Planning Board then has a public comment period requiring at least one public hearing, recommends a verdict, and ending with a determination by the Selectboard. The public comment and Planning Board review time frame [REDACTED]. As such, the timeline for the acquisition of a building permit was estimated conservatively in the enclosed Project schedule, Exhibit 10.1A. The town is generally supportive of the Project, as evidenced in a letter of support for the Project, which can be found in Exhibit 7.4A.

ISO New England – Small-Generation Interconnection Agreement

Wind farms 20 MW and under in size must execute a Small-Generation Interconnection Agreement (SGIA) with ISO NE. The process begins with a Small Generator Interconnection Request and follows with an analysis of the Project’s impact on the grid by ISO NE. The interconnection request will progress through the interconnection queue leading to a Small Generator Interconnection Agreement. The Project has been submitted to the ISO NE interconnection study queue as QP 649. The interconnection study queue in the state of Maine is long and we do not anticipate the commencement of the SIS until [REDACTED]. The Project timeline, Exhibit 10.1A, reflects a realistic approach to the wait time for the queue, where timing was established in concert with ISO NE.

Maine Department of Environmental Protection Small Scale Wind Energy Certification

The Maine DEP Title 35-A, Maine Revised Statutes, Annotated, Section 3456 requires [REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]

The permitting applications stipulate that the Bidder must conduct a sound level assessment, a shadow flicker assessment, as well as wetland and watercourse surveys. The Bidder must also demonstrate that the Project will be constructed using the best practical mitigation techniques for mitigating impacts to endangered and threatened species. Once these studies are complete, the application is submitted to the Maine DEP. This is followed by a public comment period and review of the application by an independent engineer that is solicited by the Maine DIFW. The permitting scope and timeline listed above is based on the Small-Scale Wind Energy Certification regulation last updated in December 2016, [REDACTED]

[REDACTED]

State of Maine Department of Environmental Protection Stormwater Permit

The Stormwater Management Law 38 M.R.S.A. § 420-D, is in place to protect surface water quality. Permit application preparation will commence in the summer of 2018 and will include ground surveys of all existing impervious surfaces in the project area. Generally, on this site this will include existing gravel woods roads and un-vegetated wood yards. Survey results will allow the design and implementation of stormwater control structures. Final civil designs will include roadway grading plans, roadway plan and profiles, turbine site grading plans, stormwater conveyance and treatment measures, erosion control information, and permanent and temporary construction access ways. A Maine DEP stormwater permit application will be prepared based on the proposed final plans for the Project. This application will include required submission items including calculations on treatment measures for the Project to ensure required standards are met.

After construction, the final as-built site plan, with all stormwater control measures and final project footprints will be submitted to the Maine DEP.

Federal Aviation Administration (FAA) - Determination of Non-Hazard

- [REDACTED]
- 7.3 Provide a preliminary environmental assessment of the site and project, including both construction and operation, as applicable. In addition, the bidder should identify environmental impacts associated with the proposed project, any potential impediments to development, and its plan to mitigate such impacts or impediments. The analysis should address each of the major environmental areas presented below, as applicable to the proposed project:

The Project will be a small-scale wind energy facility and will require approval by the Maine DEP for stormwater runoff, noise, and shadow flicker standards. The proposed Project site is adjacent to

an existing wind energy facility, Pisgah Mountain Wind Energy Project of similar size with an access road network that will serve both projects. As a result, the majority of access roads required by the proposed Project have already been constructed, which will limit the Project's environmental impact.

The Project Site Plan, Exhibit 6.1A, illustrates that each of the WTGs will be located along ridgelines rather than in low-lying areas. As such, the proposed Project will result in no lost wetlands and by extension, no impacts to wetlands, wetland soils, or drinking water sources. The Bidder will acquire a civil engineering design for the Project that meets the Maine DEP stormwater control standards during the construction and operation of the Project.

The area surrounding the proposed Project site is predominantly woodlands that are utilized for timber harvesting, blueberry farming, and gravel extraction. The area is designated as rural preservation by the Town of Clifton, which is reserved for natural resource extraction. There are no residences located on the abutting parcels, and the nearest home is located approximately [REDACTED] feet away. The nearest flood plain regions are in creek beds located more than a mile away from the Project site.

The 115kV powerline on which the Project will interconnect abuts the project site.

i. Impacts during site development

The most significant impacts to the Project site will occur during the construction phase. Although the Project will use existing roads where possible to minimize new disturbance, the potential for ecological impacts emanate from sedimentation caused by exposing earth during road construction. To mitigate potential impacts, erosion and sedimentation control measures will be implemented during construction as per the requirements of the Maine DEP stormwater runoff permit. The final stormwater settlement ponds and check dams will be designed with the final civil drawings.

[REDACTED]

ii. Transportation infrastructure

Given the existing road network from the adjacent Pisgah Mountain Wind Project will be used by the Project, there will be little if any impact to transportation infrastructure as a result of this Project; however, traffic may be impacted temporarily during WTG component delivery.

iii. Air quality impacts

The Project will not create emissions and will have a net positive impact on air quality by avoiding emissions from coal, natural gas, and oil-fired power plants.

iv. Access to water resources/water quality impacts

The Project will not have any significant impact on water quality. Similarly, the Project will not impair access to water resources. Road construction will be assessed and completed according to the stipulations of the Maine DEP stormwater runoff permitting process.

v. Ecological and natural resources impacts

Minimal impacts to ecological or natural resources are expected to result from the proposed Project. [REDACTED]

[REDACTED] With respect to wetlands, no impacts are expected to occur as a result of the Project. Since the Project is adjacent to another wind project that is owned by an affiliate of the Bidder and operated by the Bidder and has undergone an impact assessment, it is expected that the impact assessment process for the proposed Project will be efficient and provide similar results. Since the Project is located in a zone of rural preservation which allows for natural resource utilization, the Project is a good fit.

vi. Land use impacts

Existing land uses in the area will continue essentially unencumbered. The Project lands have been used solely for timber harvest as evidenced in records available in the Town of Clifton and will continue to be used for this purpose. Despite the Project parcel area of 132 acres, [REDACTED]

[REDACTED] The land area used for project roads will remain for the life of the Project; however, the disturbed acreage for crane pads and turning radii will be revegetated and returned to its original use. This ensures that the Project conforms to applicable state regulations that are directed towards conservation and tree growth.

vii. Cultural resources

There are no cultural, historic, or archaeological areas within the Project boundaries. The Bidder received a letter from the Maine Historical Society regarding the Pisgah Mountain Wind Project, Exhibit 7.3A stating that "The Project area is not considered sensitive for archaeological resources." See the enclosed letter from the Maine Historic Society indicating that no impact was foreseen for the Pisgah Mountain Wind Energy Project site, which has since been subdivided to include the parcel that is now owned by SWEB Development USA, LLC for the Project. The letter referred to the total area of land that is now owned by Pisgah Mountain, LLC and SWEB Development USA, LLC.

viii. Previous site use (e.g., greenfield, brownfield, industrial, etc.)

The land that the proposed Project is located on has been used solely for timber harvest since records began in the Town of Clifton. See Exhibit 7.3B for a tree growth assessment for the Project parcel.

ix. Noise level impacts

Given the distance to the nearest residence of [REDACTED] is unlikely that the WTGs will be audible from any dwellings. The majority of the land abutting the Project site is within a protected watershed, therefore the impact to future development is unlikely. See Exhibit 7.3C for a preliminary sound emanation estimate.

x. Aesthetic/visual impacts

The WTGs will be visible from high vantage points around Clifton, such as Woodchuck Hill, Eagle Bluff, and Parks Pond Bluff scenic areas, as well as from Routes 9 and 180. Given the distance to the

Town of Clifton, the wind farm is not expected to have significant visual impacts. See Exhibit 7.3D for a preliminary shadow flicker estimate.

xi. Transmission infrastructure impacts

There will be little impact to the local transmission infrastructure from the proposed Project given another wind farm with its associated substation exists on the adjacent parcel. The proposed Project will require new electrical collector lines, which will be a combination of overhead and underground circuits. However, the collector lines will tap into the local transmission grid via a three-breaker ring bus owned by Emera Maine located on the Project site.

xii. Fuel supply access, where applicable

N/A.

7.4 Provide documentation identifying the level of public support for the project including letters from public officials, newspaper articles, etc. Include information on specific localized support and/or opposition to the project of which the bidder is aware. Provide copies of any agreements with communities and other constituencies impacted by the project, and a plan for community outreach activities, and discuss the status of that plan.

The Project is adjacent to a project that was commissioned in December of 2016 (Pisgah Mountain Wind Energy Project). The Bidder is a partner in Pisgah Mountain, LLC and has a breadth of experience in wind energy development with a specific focus on community engagement.

The Pisgah Mountain Wind Energy Project has had strong support in the community since it first engaged with the planners of the Town of Clifton where both projects are located. While the Town of Clifton Planning Board underwent the process to draft wind energy standards for noise and other setbacks into its land use ordinance, the Pisgah Mountain Wind Energy Project withheld its permit application. This lengthened the time required to permit the Project, but the Pisgah Mountain Wind Energy Project wanted to ensure it worked in a constructive manner with the Town of Clifton. To this end, the town has voted directly on the approval of the Pisgah Mountain Wind Energy Project as a community wind farm.

The Selectboard of the Town of Clifton signed a letter of support for the Project, Exhibit 7.4A, which is an uncommonly high level of support for a project.

The Project was unveiled to the community at the open house for the official opening of the Pisgah Mountain Wind Energy Project on April 22, 2017. Both projects hold a substantial amount of public support. See Exhibit 7.4B for a brief description of the event.

TABLE 12: PROPOSED PUBLIC COMMUNITY DATES

Meeting	Date
Public Community Meeting #1 – Site Open House	April 22, 2017
Public Community Meeting #2	
Public Community Meeting #3	
Public Community Meeting #4	

- 7.5 For bids that include New Class I Renewable Portfolio Standard Eligible Resources, provide documentation demonstrating that the project was or will be qualified as such. If the facility is already in operation, please indicate when the facility received such qualification.

The technology used for the Project is wind energy, which has already been approved as a Class I Renewable Portfolio Standard Eligible Resource by Public Utility Regulatory Authority (PURA). Once the Project has reached commercial operation, an application will be submitted and it will be registered as a Class I resource.

- 7.6 All bidders must include sufficient information and documentation that demonstrates that the bidder will utilize an appropriate tracking system to ensure a unit-specific accounting of the delivery of Clean Energy Generation, to enable the Department of Environmental Protection, in consultation with DOER, to accurately measure progress in achieving the commonwealth's goals under chapter 298 of the acts of 2008 or Chapter 21N of the General Laws. The RECs and environmental attributes associated with Clean Energy Generation must be delivered into the Distribution Companies' NEPOOL GIS accounts.

Due to the nature of the Project's geographical location, it will connect to the ISO NE system. As such, during the interconnection and ISO NE System preparation phase, pre-Commercial Operation, SWEB will acquire an asset ID on the ISO NE system for the Project under SWEB Development USA, LLC, which will be the Lead Market Participant for the Project. Additionally, SWEB will add the Project to the existing NEPOOL GIS account for SWEB Development USA, LLC. The Bidder has experience working with the NEPOOL GIS tracking system, given the REC tracking ongoing with the Pisgah Mountain Wind Energy Project that is currently managed under SWEB Development USA, LLC.

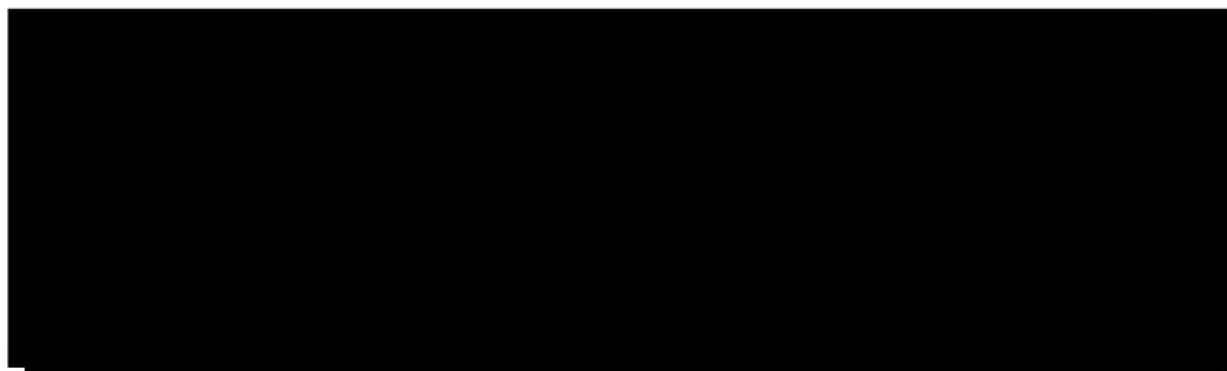


FIGURE 4: EXAMPLE EVENT LOG - NEPOOL GIS

SWEB Development USA, LLC will work with its assigned meter read, Emera Maine, to confirm the use of an appropriate tracking system to ensure a unit-specific accounting of the delivery of Clean Energy Generation. Emera Maine will send the Bidder the generation noted during the reading using a spreadsheet. The spreadsheets are created monthly, and outline the generation of every hour of every day during the month's period. There is a running total sum of the monthly generation at the bottom of the spreadsheet. This total monthly generation summary is updated daily with the new read. The meter read spreadsheet is then cross-referenced with the generation noted on the ISO NE MIS Reports that are provided daily. Additionally, the meter read spreadsheet is also cross-referenced with SWEB's own in value meter read values. The Bidder's unit-specific accounting uses 3 decimal places to ensure that it is accurately measuring its generation tracking.

The monthly generation values will be added to the NEPOOL GIS by the GIS Administration team. Each MWh produced, which is recorded by our Meter Reader, will equal a single Class I REC.

Six weeks prior to commercial operation, the Bidder will apply to the Department of Energy Resources for Class I RPS eligibility within the State of Massachusetts.

When the trading period opens each quarter, the Bidder will deliver the Renewable Energy Credit certificates to the Distribution Companies, with which it has a PPA. The Bidder has had previous experience in delivering RECs in the NEPOOL GIS with its Pisgah Mountain Wind Energy Project, also located in the ISO NE system.

- 7.7 Identify any existing, preliminary or pending claims or litigation, or matters before any federal agency or any state legislature or regulatory agency that might affect the feasibility of the project or the ability to obtain or retain the required permits for the project.

SWEB Development USA, LLC or its affiliates have no existing, preliminary or pending claims or litigation, or matters before any federal, state, or regulatory agency that may affect the feasibility of the Project or the ability to obtain or retain the required permits for the Project.

**SECTION 8 OF APPENDIX B TO THE RFP
ENGINEERING AND TECHNOLOGY; COMMERCIAL ACCESS TO EQUIPMENT**

This section includes questions pertinent to the engineering design and project technology. This section must be completed for a project that includes new facilities or capital investments for both generation and transmission components if applicable. Bidders should provide information about the specific technology or equipment including the track record of the technology and equipment and other information as necessary to demonstrate that the technology is viable.

8.1 Provide a reasonable but preliminary engineering plan which includes the following information:

i. Type of generation and transmission technology, if applicable

Renewable Energy – Wind with medium voltage (34.5kV) overhead collector lines fed into a substation which utilizes a main power transformer to step-up the voltage to 115kV for connection to the Emera Maine transmission line. Please refer to Exhibit 8.1A for the proposed generator specifications.

ii. Major equipment to be used

[REDACTED]

iii. Manufacturer of the equipment

[REDACTED]

iv. Status of acquisition of the equipment

With respect to WTG procurement, the Bidder has engaged three of the industry's top suppliers, namely, [REDACTED] for turbine supply and service pricing. Given the Bidder's longstanding relationship with [REDACTED] a comparison of energy yield and generator suitability, the leading WTG option for the Project is [REDACTED]. However, the Bidder will continue to engage the abovementioned suppliers throughout the development process to ensure the Project is designed and built with the most appropriate technology. The turbine supply agreement and service and maintenance agreement will be negotiated following the signing of a PPA under this solicitation.

v. Whether the bidder has a contract for the equipment. If not, describe the bidder's plan for securing equipment and the status of any pertinent commercial arrangements

There are no contracts in place at this time; however, the Bidder has contacted its typical vendors regarding the scope of supply, pricing, and timing of delivery.

vi. Equipment vendors selected/considered

[REDACTED]

- vii. History of equipment operations

Please refer to Exhibit 8.1B and Exhibit 8.1C regarding [REDACTED]

[REDACTED]

- viii. If the equipment manufacturer has not yet been selected, identify in the equipment procurement strategy the factors under consideration for selecting the preferred equipment

N/A.

- 8.2 If the bidder has not yet selected the major equipment for a project, please provide a list of the key equipment suppliers under consideration.

[REDACTED]

- 8.3 Please identify the same or similar equipment by the same manufacturer that are presently in commercial operation including the number installed, installed capacity and estimated generation for the past three years.

Please refer to Exhibit 8.1B, regarding the installed capacity and commercial availability and reliability of the proposed technology.

- 8.4 For less mature technologies, provide evidence (including identifying specific applications) that the technology to be employed for energy production is ready for transfer to the design and construction phases. Also, address how the status of the technology is being considered in the financial plan for the project.

[REDACTED]

Given the Bidder's experience with developing, constructing, financing, and operating wind energy projects, each technology included in the balance of plant and WTG scope is included in the Project Pro Forma as a capital expenditure figure. The Bidder has also considered the impact of exchange rates, as well as inflation rates in its assessment of these capital expenditure figures.

- 8.5 Please indicate if the bidder has a full and complete list of equipment needed for all physical aspects of the bid, including generation facilities, transmission lead lines, transmission proposals, and mandatory and voluntary transmission system upgrades. If not, identify the areas of uncertainty and when the full and complete list of equipment will be identified.

The Bidder has not completed a full list of equipment for all physical aspects of the Proposal. Full known quantity equipment requirements will be determined once a full SIS is completed for the Project.

- 8.6 Please indicate if the bidder has secured its equipment for all physical aspects of the bid, including generation facilities, transmission lead lines, transmission proposals, and mandatory and voluntary transmission system upgrades. If not, identify the long-lead equipment and describe the timing for securing this equipment.

To date, no equipment has been secured for the Project. However, the Bidder has contacted all providers of the necessary equipment and will secure supply contracts once a PPA is awarded under this solicitation.

SECTION 9 OF APPENDIX B TO THE RFP OPERATION AND MAINTENANCE

Projects that can demonstrate that the operation and maintenance (“O&M”) plan, level of funding, and mechanism for funding will ensure reliable operations during the term of the contract or the tariff are preferred.

- 9.1 Provide an O&M plan for the project that demonstrates the long term operational viability of the proposed project. The plan should include a discussion of the staffing levels proposed for the project, the expected role of the project sponsor or outside contractor, scheduling of major maintenance activity, and the plan for testing equipment.

Please refer to the O&M Plan in Exhibit 9.1A for details related to the items listed above. See Exhibit 9.1B for a [REDACTED] review of WEB as a technical operator.

- 9.2 Describe in detail the proposed O&M funding mechanism and funding levels to support planned and unplanned O&M requirements.

Please refer to Section 5 of the O&M Plan in Exhibit 9.1A for a description of the proposed O&M funding mechanism and funding levels to support planned and unplanned O&M requirements.

- 9.3 Describe the terms (or expected terms) of the warranties and/or guarantees on major equipment that the bidder is utilizing or proposing to utilize.

Please refer to Section 3.2.5 of the O&M Plan in Exhibit 9.1A for a description of the expected terms of the warranties and guarantees on major equipment that the Bidder is proposing to utilize.

- 9.4 Describe the status of the project sponsor in securing any O&M agreements or contracts. Include a discussion of the sponsor’s plan for securing a medium-term or long-term O&M contract, including the expected provider of O&M services.

Please refer to Section 6 of the O&M Plan in Exhibit 9.1A for a description of the status of the Project sponsor in securing any O&M agreements or contracts, and for a discussion on the sponsor’s plan for securing a medium-term or long-term O&M contract, including the expected provider of O&M services.

[REDACTED]

- 9.5 Provide examples of the bidder’s experience with O&M services for other similar projects.

Please refer to the O&M Plan in Exhibit 9.1A for examples of the Bidder’s experience with O&M services for other similar projects. Overall, WEB Windenergie AG ensures that quality O&M services are provided for 414 MW of its entire fleet of roughly 470 MW of renewable energy projects throughout seven different countries in Europe and North America; details on each of these projects can be found below in Exhibit 11.5A.

SECTION 10 OF APPENDIX B TO THE RFP PROJECT SCHEDULE

A bidder must demonstrate that its proposal can be developed, financed, and constructed and be technically viable within a commercially reasonable timeframe. The bidder is required to provide sufficient information and documentation that shows that the bidder's resources, process and schedule are adequate for the acquisition of all rights, permits and approvals for the project and for the financing of the project consistent with the proposed project milestone dates.

For Eligible Generation Facilities or Transmission Projects that are not yet in-service, bidders are required to provide a complete critical path schedule for the project from the notice of selection of the project for contract consideration to the start of commercial operations. For each project element, list the start and end date.

- 10.1 Identify the elements on the critical path. The schedule should include, at a minimum, preliminary engineering, financing, acquisition of real property rights, Federal, state and/or local permits, licenses, environmental assessments and/or environmental impact statements (including anticipated permit submittal and approval dates), completion of interconnection studies and approvals, procurement, facility contracts, start of construction, construction schedule, fuel supply, and any other requirements that could influence the project schedule and the commercial operation date.

See Exhibit 10.1A for a detailed Project schedule which illustrates all key elements listed above.

10.2 Detail the status of all critical path items, such as receipt of all necessary siting, environmental, and ISO NE approvals.

The Project milestones are described in greater detail in the Project schedule Exhibit 10.1A, and listed in the table below.

TABLE 13: CRITICAL MILESTONES

Milestone	Date of completion	
All Permits Received		
Real Property Rights		
Financial Close		
Construction Start		
Commercial Operation Date		

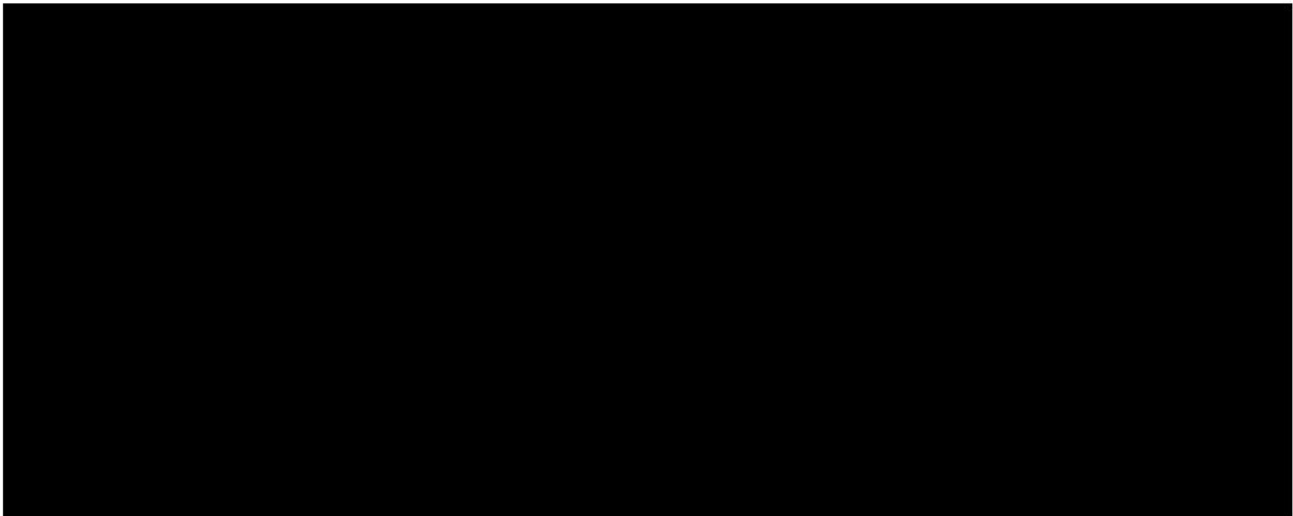


FIGURE 5: CRITICAL MILESTONES

SECTION 11 OF APPENDIX B TO RFP PROJECT MANAGEMENT/EXPERIENCE

Bidders are required to demonstrate project experience and management capability to successfully develop (for a project that includes new facilities or capital investment) and operate the project proposed. The Distribution Companies are particularly interested in project teams that have demonstrated success in projects of similar type, size and technology and, for projects that include new facilities or capital investment, can demonstrate an ability to work together effectively to bring the project to commercial operation in a timely fashion.

- 11.1 Provide an organizational chart for the project that lists the project participants and identifies the corporate structure, including general and limited partners.

The Project is proposed to be 100% owned and operated by SWEB Development USA, LLC. The corporate structure, including general and limited partners is provided in Exhibit 11.1A.

The following legal entity organizational chart outlines the relationship the Bidder has with its parent company, WEB Windenergie AG:

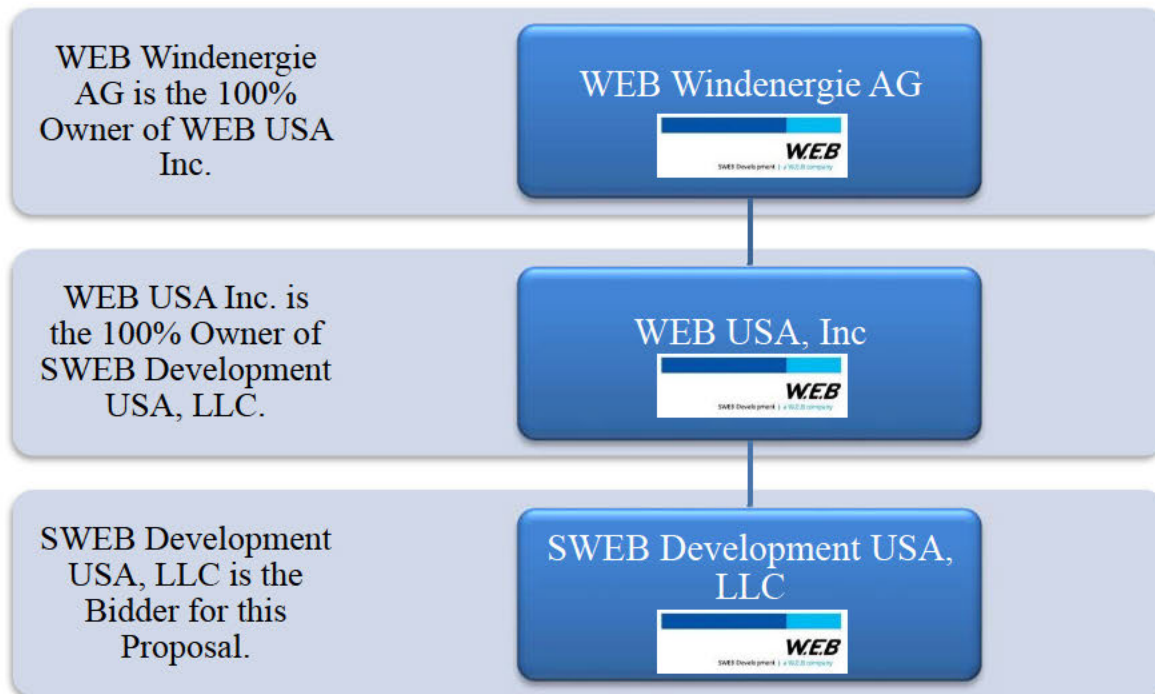
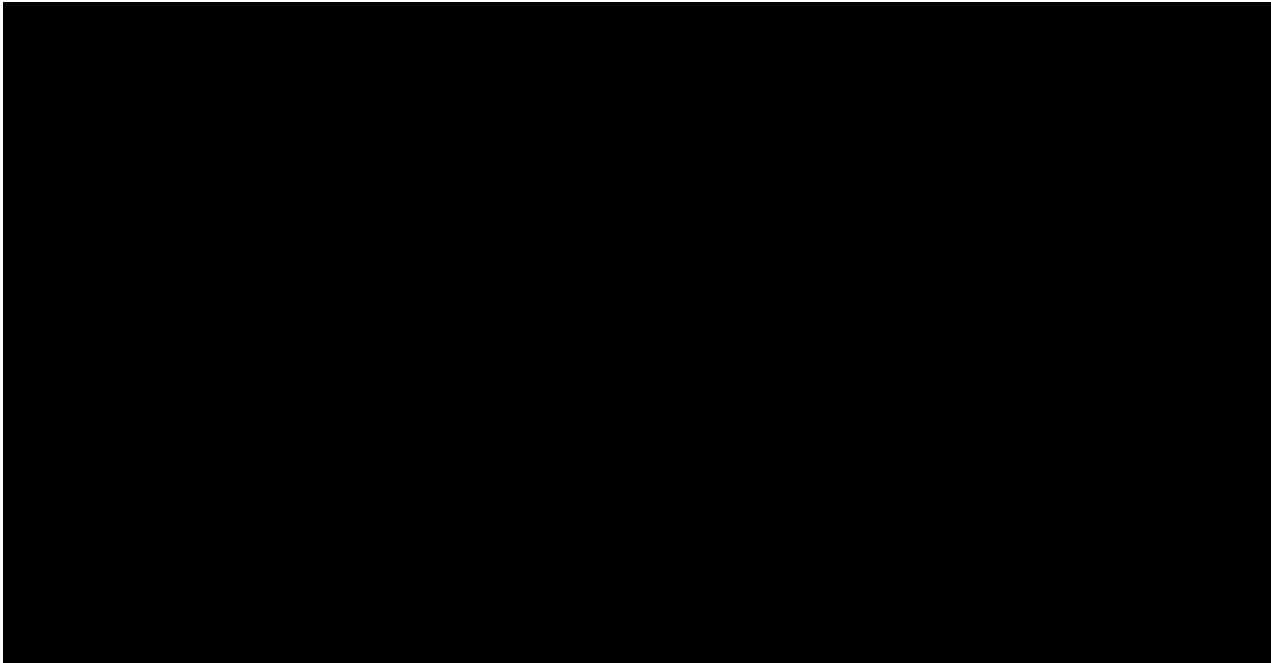


FIGURE 6 – LEGAL ENTITY ORGANIZATIONAL CHART

A list of the Directors and Officers of these entities are provided in the table below:

TABLE 14: DIRECTORS AND OFFICERS OF LEGAL ENTITIES SUPPORTING THE PROJECT



- 11.2 For a project that includes new facilities or capital investment, provide statements that list the specific experience of the bidder and each of the project participants (including, when applicable, the bidder, partners, EPC contractor and proposed contractors), in developing, financing, owning, and operating generating or transmission facilities (as applicable), other projects of similar type, size and technology, and any evidence that the project participants have worked jointly on other projects.

SWEB Development USA, LLC

The Bidder, SWEB Development USA, LLC was formed as the development and operations entity for WEB Group in the USA. A subsidiary project company will be established before financing. The Bidder is solely-owned by WEB USA Inc, which is solely-owned by WEB Windenergie AG (WEB), a community-owned Austrian renewable energy company. The financial strength of the Bidder is derived from the total financial capabilities of the parent company, WEB. The SWEB team will be responsible for the planning, development, and financing; in addition, SWEB will facilitate the execution of contracts, and operation of the Project and will therefore act as the Bidder for this procurement.

SWEB has had a presence in the renewable energy sector in the United States, where it has commissioned a community-owned wind energy project; namely, Pisgah Mountain Wind Energy Project, which is a 9 MW wind energy project located in Clifton, ME. The project is comprised of five (5) Vestas V90 WTGs with a capacity of 1.8 MW each. The project has secured a PPA with Emera Maine through the Maine Community Renewable Energy Pilot Program. This renewable energy program requires that wind energy projects are 51% owned by local community members. The

Pisgah Mountain Wind Energy Project was developed by a team located in Maine under the umbrella of Pisgah Mountain, LLC. Since the fall of 2015, WEB Group, through its subsidiary SWEB Development USA, LLC has joined the Pisgah Mountain, LLC entity. The Pisgah Mountain Wind Energy Project reached commercial operation in December 2016.

SWEB Development LP also has extensive experience in community engagement and successfully working with local stakeholder groups on projects in Nova Scotia and across Canada. Through the involvement of community members throughout Nova Scotia, SWEB Development LP has successfully developed and commissioned three phases of community-owned wind energy projects, totaling 12 projects, 20 WTGs and 37.64 MW of installed capacity under the Community Feed-in Tariff (COMFIT) program and an additional 1.99 MW (Parker Mountain) under a distribution-connected RFP. The characteristics of these projects are summarized in the table below.

TABLE 15: PROJECTS IN NOVA SCOTIA

Project Location	Capacity	Number of WTG	Phase	PPA
Saint Rose	1.99 MW	1 x 1.99 MW V100	Phase I	COMFIT
Parker Mountain	1.99 MW	1 x 1.99 MW V100	Phase I	Distribution RFP
Little River	1.99 MW	1 x 1.99 MW V100	Phase I	COMFIT
Isle Madame	1.99 MW	1 x 1.99 MW V100	Phase II	COMFIT
North Beaver Bank	8.00 MW	4 x 2.00 MW V100	Phase II	COMFIT
Black Pond	1.99 MW	1 x 1.99 MW V100	Phase II	COMFIT
Martock Ridge	6.00 MW	3 x 2.00 MW V100	Phase II	COMFIT
Nine Mile River	4.00 MW	2 x 2.00 MW V100	Phase II	COMFIT
Baddeck	1.70 MW	1 x 1.70 MW V100	Phase III	COMFIT
Brenton	1.99 MW	1 x 1.99 MW V100	Phase III	COMFIT
Hardwood Lands	6.00 MW	3 x 2.00 MW V110	Phase III	COMFIT
Walton	1.99 MW	1 x 1.99 MW V110	Phase III	COMFIT
Totals	39.63 MW	20 Vestas WTGs		

WEB Windenergie AG



WEB has been involved in planning, developing, financing, constructing, and operating renewable energy projects for over 20 years. WEB's operational assets are located in Austria, Germany, France, Italy, Czech Republic, Canada, and the United States. WEB operates and has 100% ownership of 221 renewable energy plants, the oldest of which have been in operation for over 20 years. WEB also has partial ownership of an additional 57 plants that are currently operating throughout Europe and North America. The WEB Group develops, constructs, and operates, wind-, solar-, and hydro-energy projects with wind energy representing the largest proportion of its projects. These operational projects typically range from 1 MW to 30 MW nameplate capacity and comprise a total capacity of nearly 470 MW (including wind, solar, and hydro), with more than 1,000 MW under development in Canada, the United States, and Europe. In 2016, WEB's operational portfolio grew by 94.32 MW. WEB adds significant value to the Project through its exceptional experience in the wind energy industry as well as its financial capabilities. WEB is comprised of a group of more than 3,700 shareholders, making it the largest independent citizen-participation company in the field of wind energy in Austria.

The WEB team has followed projects through all stages of development, from prospecting to financing, construction, and operation. Emphasis on service, operations, and maintenance has ensured that all wind plants are operationally available at an average of 98.1%. WEB maintains a five-level operations program for all wind plants based on an integrated team approach with the service teams from the equipment supplier. This process has been successful for over 20 years of operations.

The table provided in 11.5A itemizes renewable energy projects that are owned and operated by WEB Group.

Project Team Members

The following subsections provide details on each Project Team Member and the relevant experience that they bring to the Project.

Frank Dumeier | Chief Executive Officer, WEB Windenergie AG



Frank Dumeier has gained vast experience and technical expertise through his various engineering, management, and executive positions in automotive, manufacturing, and renewable energy industries across Europe and North America. Frank's experience includes management and executive positions with DaimlerChrysler AG, Axle Alliance Company, QR Energy Systems, and now as the Chief Executive Officer of WEB Windenergie AG.

During Frank's time as the Chief Operating Officer of WEB, Frank was responsible for the successful operation of over 400 MW of renewable energy projects across Austria, Germany, France, Italy, Czech Republic, and Canada – maintaining fleet-wide availability of over 97% during this time, and currently over 98%.

As Chief Executive Officer of WEB, Frank's experience of managing the ownership of renewable energy projects is expansive. Frank has overseen WEB's implementation of a unique service and maintenance concept to work in place of, or in collaboration with various maintenance packages from wind turbine suppliers across Europe and North America. Since 2010, Frank has also played key roles in the development and realization of over 100 MW of additional capacity in the WEB fleet, and manages the development of over 500 MW of projects in various stages of completion across Europe and North America.

Frank's resume can be found in Exhibit 11.2A.

Stuart Lawrie | Chief Executive Officer, SWEB Development USA, LLC.



Stuart Lawrie, the President and Chief Executive Officer of SWEB Development USA, LLC, focuses on wind project development in the United States and Canadian markets. As the President and Chief Executive Officer of SWEB, Stuart is responsible for overseeing all stages of project development, and has a deep understanding of site suitability and wind measurement campaigns. Stemming from his sales experience, Stuart forms partnerships easily and maintains strong corporate relationships with all of SWEB's project partners.

Previously, Stuart was a senior member of Vestas' North American business development team for 8 years. During his time at Vestas, Stuart configured wind energy technology and service solutions for more than 1.1 GW of generating capacity. As such, Stuart understands the intricacies of turbine technologies and has experience negotiating competitive turbine pricing.

Prior to joining Vestas, Stuart developed industrial equipment businesses in North and South America, Asia, and Australia. Stuart's experience includes management and executive positions with Husky Injection Molding Systems, Fast Heat Inc., and Integram Technologies.

Stuart Lawrie's Development Experience

Year of Experience	Project Name	Nameplate Capacity	Fuel Type	Location
2014	Saint Rose	1.99 MW	Wind	Saint Rose, Nova Scotia
2014	Parker Mountain	1.99 MW	Wind	Annapolis, Nova Scotia
2014	Little River	1.99 MW	Wind	Little River, Nova Scotia
2015	Isle Madame	1.99 MW	Wind	Isle Madame, Nova Scotia
2015	North Beaver Bank	8.00 MW	Wind	North Beaverbank, Nova Scotia
2015	Black Pond	1.99 MW	Wind	Black Pond, Nova Scotia
2015	Martock Ridge	6.00 MW	Wind	Martock Ridge, Nova Scotia
2015	Nine Mile River	4.00 MW	Wind	Nine Mile River, Nova Scotia
2016	Baddeck	1.70 MW	Wind	Baddeck, Nova Scotia
2016	Brenton	1.99 MW	Wind	Brenton, Nova Scotia
2016	Hardwood Lands	6.00 MW	Wind	Hardwood Lands, Nova Scotia
2016	Pisgah Mountain Wind Energy Project	9.08 MW	Wind	Clifton, ME, USA

Stuart's resume can be found in Exhibit 11.2A.

Florian Mueller | Chief Financial Officer, SWEB Development LP.



Florian Mueller began working in the renewable energy industry in 2012 with WEB Windenergie AG (WEB) at the headquarters in Austria. In his time with WEB, he was responsible for project finance in all countries where the group was active, financial viability assessments of new project opportunities, and country assessments for further expansion of WEB's wind and solar portfolios. In late 2016, he joined SWEB Development LP as its Chief Financial Officer to facilitate further growth in North America.

During his time with the company, Florian Mueller financed assets in four different countries ranging from smaller PV projects to larger scale wind projects. A selection of the most recent successfully financed projects are listed in the table below.

Florian Mueller's Financing Experience

Year of Experience	Project Name	Nameplate Capacity	Fuel Type	Location
2015	Auersthal II	4.00 MW	Wind	Austria
2015	Brunn I+II	0.70 MW	Solar	Austria
2015	Spannberg II	12.30 MW	Wind	Austria
2016	Glaubitz RI	13.20 MW	Wind	Germany
2016	Les Gourlus	38.40 MW	Wind	France
2016	Parbasdorf II	12.30 MW	Wind	Austria
2016	Pisgah Mountain Wind Energy Project	9.00 MW	Wind	USA

Florian's resume can be found in Exhibit 11.2A.



Reinhard Kainz | Head of Controlling Department, WEB Windenergie AG; Chief Financial Officer, SWEB Development USA, LLC

Reinhard Kainz has gained significant experience in project financing and corporate financing experience throughout his career holding numerous controller and Chief Financial Officer positions for a variety of industries. As well as becoming the Chief Financial Officer for SWEB Development USA, LLC in 2015, Reinhard has also been the Head of Controlling for the entire WEB Group of companies and subsidiaries since 2009. In this capacity, he is responsible for the project financing, liquidity management and general financial management of renewable energy projects and subsidiary companies across Europe and North

America. With WEB, Reinhard has experience in successful project financing of renewable energy projects in Austria, Germany, Czech Republic, France, Italy, and Canada.

Reinhard has gained experience working with public development funds throughout Europe, such as the German Bank framework, KfW (Kreditanstalt für Wiederaufbau) and the European Investment Bank (EIB). Reinhard has negotiated several Interest Rate Swaps and has experience in project financing dealing with and between various currencies including CZK, CAD, and EUR.

Reinhard's resume can be found in Exhibit 11.2A.

Daniel Roscoe / Chief Operating Officer, SWEB Development USA, LLC.



Daniel has enjoyed considerable success in the renewable energy industry since first becoming engaged in 2005. Daniel has been involved with management and governance of Chebucto Windfield Inc, Scotian Windfields Inc. (SWFI), and SWEB. Since becoming the Chief Operating Officer of SWEB Development LP in 2011, and the Chief Operating Officer of SWEB Development USA, LLC in 2015, Daniel has served as a technical lead on all construction and operation issues for SWEB's development and operational assets throughout North America.

At SWFI, Daniel played a key role in the planning and development of the successful 30 MW Digby Neck Wind Farm project bid with Nova Scotia Power, as well as three distribution-connected projects (6 MW total) awarded in 2010. Daniel was heavily involved with the development and implementation of the Nova Scotia COMFIT Program and the Halifax Solar City Program.

At SWEB, Daniel acts as the project development lead on 40 MW of COMFIT projects across Nova Scotia in sizes ranging from 2 MW to 8 MW. His role involves all aspects of project development from initial prospecting and program application through to technical due diligence for financing and includes preparing project details and design for internal planning and third-party consultants; completing project-specific scheduling for construction, WTG procurement, interconnection process and design, and the acquisition of relevant permits and land control. Most notable of Daniel's development accomplishments in Nova Scotia was the creation of the Community Dividend program in which 1% of revenue is distributed back to the communities in which projects are located.

Daniel also oversaw all technical aspects of the Development of the Pisgah Mountain Wind Energy Project acquired by SWEB in 2015.

Daniel gained a significant amount of operational experience installing and maintaining small (<1 MW) on site wind and solar systems while at SWFI from 2007-2011. Since 2014, with the commissioning of the first phase of COMFIT projects, Daniel has managed all aspects of the operation of SWEB's assets, including: administration of turbine maintenance agreements, and interconnection and PPAs; coordination of unscheduled maintenance; and municipal, land owner, and community engagement.

Daniel offers credentials in structural engineering from the University of Waterloo and acted as a member of the Board of Solar Nova Scotia between 2010 and 2012.

Daniel Roscoe's Development Experience

Year of Experience	Project Name	Nameplate Capacity	Fuel Type	Location
2007-2009	Digby Neck Wind Farm	30 MW	Wind	Digby, Nova Scotia
2008-2010	Distribution RFP Projects	6 MW	Wind	Various – Nova Scotia
2009-2014	COMFIT Phase I	6 MW	Wind	Various – Nova Scotia
2010-2015	COMFIT Phase II	22 MW	Wind	Various – Nova Scotia
2012-2016	COMFIT Phase II	12 MW	Wind	Various – Nova Scotia
2015-2016	Pisgah Mountain Wind Energy Project	9 MW	Wind	Clifton, Maine

Daniel's Operations Experience

Year of Experience	Project Name	Nameplate Capacity	Fuel Type	Location
2014	COMFIT Phase I	6 MW	Wind	Various – Nova Scotia
2015	COMFIT Phase II	22 MW	Wind	Various – Nova Scotia
2016	COMFIT Phase III	12 MW	Wind	Various – Nova Scotia
2016	Pisgah Mountain Wind Energy Project	9 MW	Wind	Clifton, Maine

Daniel's resume can be found in Exhibit 11.2A.

Toby Hall | Director of Construction & Operations, SWEB Development USA, LLC.

Toby Hall first started working in the wind industry in 2002 with Vestas Americas out of the Portland, Oregon Corporate Office. Toby's initial responsibility was for quality control of the parts being delivered to the various projects he worked on for Vestas. Toby was also trained to perform major fiberglass repairs on blades to ensure minimal construction project/service downtime. Toby worked his way up to construction management of smaller projects for Vestas before leaving to work on the contractor side with RJS Mechanical and then Northwind Solutions (White Construction Inc.).

In early 2004, Toby left Vestas to assist in training employees on the contractor side in the expanding Canadian Market. Toby has assisted with training several employees working on wind projects across Canada. He spent over 6 years in Ontario managing both the construction and maintenance of various wind farms across Canada while working for Northwind Solutions. Toby obtained extensive experience in all aspects of wind project construction, quality assurance, operations, and maintenance throughout the past 16 years. Toby has acted in a supervisory and managerial role on dozens of wind projects, totaling over 1,500 MW across North America. The table below lists projects where Toby gained construction and operations experience.

Toby Hall's Construction Experience

Year of Experience	Project Name	Nameplate Capacity	Fuel Type	Location
2015-2016	Pisgah Mountain Wind Energy Project	9 MW	Wind	Clifton, Maine
2015-2016	COMFIT Phase III	12 MW	Wind	4 sites, Nova Scotia
2014-2015	COMFIT Phase II	22 MW	Wind	5 sites, Nova Scotia
2013-2014	McLean's Mountain Wind Farm	60 MW	Wind	Little Current, Ontario
2013	Summerhaven	124.4 MW	Wind	Jarvis, Ontario
2011-2013	East Lake St. Clair	99 MW	Wind	Mitchell's Bay, Ontario
2007-2008	Lookout Wind Power	37.8 MW	Wind	Berlin, Pennsylvania
2007	Forward Wind Power	29.4 MW	Wind	Stoystown, Pennsylvania
2005-2006	Allegheny Ridge Wind Farm	80 MW	Wind	Portage, Pennsylvania
2006	Locust Ridge Wind Farm	26 MW	Wind	Shenandoah, Pennsylvania
2005-2006	St. Leon Wind Farm	66 MW	Wind	Saint Leon, Manitoba
2005	Kingsbridge Wind Farm	39.6 MW	Wind	Port Albert, Ontario

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Year of Experience	Project Name	Nameplate Capacity	Fuel Type	Location
2005	Copper Mountain Phase II	45 MW	Wind	Murdochville, Quebec
2004	Miller Mountain Wind Farm	54 MW	Wind	Murdochville, Quebec
2004	Pubnico Point Wind Farm	30.6MW	Wind	West Pubnico, Nova Scotia
2003-2004	Highwinds Wind Farm	162 MW	Wind	Rio Vista, California
2003	Bowling Green Wind Farm	3.6 MW	Wind	Bowling Green, Ohio
2003	SMUD Solano Wind Farm	14.5 MW	Wind	Rio Vista, California
2003	Cal Wind Wind Farm	8.6 MW	Wind	Tehachapi, California
2002-2003	Hancock County Wind Farm	147 MW	Wind	Klemme, Iowa
2001-2002	Stateline Wind Farm Phase II	36.3 MW	Wind	Helix, Oregon

Toby Hall's Operations Experience

Year of Experience	Project Name	Nameplate Capacity	Fuel Type	Location
2016 - Present	Pisgah Mountain Wind Energy Project	9 MW	Wind	Clifton, Maine
2016 - Present	COMFIT Phase III	12 MW	Wind	4 sites, Nova Scotia
2015 - Present	COMFIT Phase II	22 MW	Wind	5 sites, Nova Scotia
2014 - Present	COMFIT Phase I	6 MW	Wind	3 Sites, Nova Scotia
2008 - 2013	Erie Shores Wind Farm	99 MW	Wind	Port Burwell, Ontario
2008 - 2013	Prince Wind Farm	189 MW	Wind	Sault Ste. Marie, Ontario
2008 - 2013	Magrath Wind Farm	30 MW	Wind	Magrath, Alberta
2008 - 2013	Chin Chute Wind Farm	30 MW	Wind	Taber, Alberta
2008 - 2013	Soderglen Wind Farm	70.5 MW	Wind	Fort MacLeod, Alberta
2004	Highwinds Wind Farm	162 MW	Wind	Rio Vistas, California
2002	Stateline Wind Farm	122.8 MW	Wind	Helix, Oregon

Toby's resume can be found in Exhibit 11.2A.

Rory Cantwell | Director of Development, SWEB Development USA, LLC.



Rory Cantwell leads SWEB's project origination efforts in Canada and the United States. With extensive experience in the North American renewable energy sector developing utility-scale projects for the last decade, Rory provides solid leadership in the development lifecycle, starting from greenfielding through to commercial operation. Rory holds a Master of Science Degree in Renewable Resources from McGill University, and a Bachelor of Science Degree from Dalhousie University.

Rory is the Director of Development at SWEB. He joined the company in May 2015 and has worked on the development of SWEB's renewable energy projects in Nova Scotia, New Brunswick, Ontario, and the New England region of the United States. Between 2008 and 2015 Rory worked with TCI Renewables in Montreal, QC, where he developed renewable energy projects throughout Canada and the United States. Prior to working in renewable energy development, Rory worked as an environmental consultant and a project manager of conservation projects.

Rory's renewable energy development experience is diverse and primarily includes originating wind energy sites to development portfolios via greenfielding, partnerships and acquisitions. This involves performing financial viability analysis of projects and detailed due diligence to quantify risk surrounding project investment. Further, Rory's experience in project development includes leading cross functional teams in multiple jurisdictions, securing land access for wind and transmission rights, designing and implementing wind resource assessments, navigating generator interconnection processes (markets of experience: ISO NE, PJM, MISO, NYISO, NSPI, IESO, HQD), stakeholder consultations, building social license, capital budgeting, scheduling, and carrying out permitting activities with regulatory agencies at the municipal, provincial, state, and federal levels.

Rory Cantwell's Development Experience

Year of Experience	Project Name	Nameplate Capacity	Fuel Type	Location
2015-2016	Pisgah Mountain Wind Energy Project	9	Wind	Clifton, ME, USA
2015-2016	COMFIT Phase III	12	Wind	Nova Scotia, Canada
2015-2016	Portfolio of Ontario projects	46	Wind	Ontario, Canada
2014	Petite Belgique	60	Wind	Bonaventure, QC, Canada
2009-2014	Ellerth	99	Wind	Newfolden, MN, USA
2009-2014	Hancock - Seneca	133	Wind	Fostoria, OH, USA
2009-2014	Crawford	97	Wind	Chatfield, OH USA
2009-2013	Euclid	45	Wind	Euclid, MN, USA

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2010-2012	St Cyprien	19	Wind	St Cyprien, QC, Canada
2011	Tupper Lake	80	Wind	Ionia, MI, USA
2010	White Pine	90	Wind	Watford, ON, Canada
2008-2009	Summerhaven	125	Wind	Nanticoke, ON, Canada
2008-2009	Adelaide	60	Wind	Strathroy, ON, Canada
2008-2009	New Richmond	66	Wind	New Richmond, QC, Canada

Rory's resume can be found in Exhibit 11.2A.

Nick Durling, Operations Manager, SWEB Development USA, LLC.



Nick Durling has been a part of the renewable energy industry since 2010. Originally working for Scotian WindFields as a Project Coordinator, Nick focused on development, which was largely comprised of wind analysis and metrological tower procurement. In 2015, he transitioned to the Assistant Construction Manager role where he was responsible for the construction of 40 MW of COMFIT projects across Nova Scotia. During his time as an Assistant Construction Manager, Nick expanded his practical construction knowledge through a large range of experiences in foundation construction, road development, electrical practices, and turbine erection.

In 2017, Nick began a new role as Operations Manager of SWEB Development USA, LLC, where he provides support to SWEB's fleet of 49 MW of wind energy projects. In this role, Nick is responsible for overseeing all North American operations and maintenance

activities.

Nick Durling's Development and Operations & Maintenance Experience

Year of Experience	Project Name	Nameplate Capacity	Fuel Type	Location
2014 - Present	COMFIT Phase I	6 MW	Wind	Various – Nova Scotia
2015 - Present	COMFIT Phase II	22 MW	Wind	Various – Nova Scotia
2016 - Present	COMFIT Phase III	12 MW	Wind	Various – Nova Scotia
2016 - Present	Pisgah Mountain Wind Energy Project	9 MW	Wind	Clifton, Maine

Nick's resume can be found in Exhibit 11.2A.

Mitchell Underhay, Development Manager, SWEB Development USA, LLC.



Mitch has been working with the SWEB team since January 2014. He began as a GIS technician, quickly became a Project Planner, and later moved into his current role as Development Manager. Mitch holds a Bachelor of Community Design with honors in Environmental Planning. Mitch chaired his departmental student society at Dalhousie and sat on numerous faculty advisory and student union committees. Mitch has spoken to numerous community groups around Nova Scotia about the burgeoning renewable energy economy in the province.

When Mitch began his development career, the first phase of SWEB's Nova Scotia COMFIT projects was under construction. Mitch quickly assumed responsibility for the mapping and regulatory compliance of Phase II projects already in development at that time, and the prospecting, land control, and regulatory compliance of the Phase III projects. The perspective gained by walking several projects through a complete development cycle, from inception, through development, financing, and operation, has proven invaluable for this future work.

Since that time, Mitch has focused on originating and developing projects in new jurisdictions. He has worked on both prospecting new projects and conducting negotiations and due diligence on partially developed projects in British Columbia, Maine, New Hampshire, Vermont, and New York. His responsibilities include: project management, site design and prospecting, partnership development, stakeholder engagement, interconnection planning, turbine procurement, third-party consultant management, environmental assessment management, and wind resource assessment management.

Mitch Underhay's Development Experience

Year of Experience	Project Name	Nameplate Capacity	Fuel Type	Location
2014	Black Pond	2.0 MW	Wind	Nova Scotia
2014	Isle Madame	2.0 MW	Wind	Nova Scotia
2014	Martock Ridge	6.0 MW	Wind	Nova Scotia
2014	Nine Mile River	4.0 MW	Wind	Nova Scotia
2014	North Beaver Bank	8.0 MW	Wind	Nova Scotia
2015-16	Baddeck	1.70 MW	Wind	Nova Scotia
2015-16	Brenton	2.0 MW	Wind	Nova Scotia
2015-16	Hardwood Lands	6.0 MW	Wind	Nova Scotia

2015-16	Walton	2.0 MW	Wind	Nova Scotia
2016	Wart	30 MW	Wind	British Columbia
2016	Pothole	30 MW	Wind	British Columbia
2016	Cody Road	10 MW	Wind	New York
2016	Pisgah Mountain Wind Energy Project	9 MW	Wind	Maine
2015-16	Highvale	80 MW	Wind	Maine
2017	Swanton	20 MW	Wind	Vermont

Mitch's resume can be found in Exhibit 11.2A.

Amy Gibson, Finance Manager, SWEB Development USA, LLC.



Amy Gibson joined SWEB in November of 2015 as Finance Manager. Amy has a breadth of financial management experience in both the private and public sectors.

Amy oversees the day to day financial and administrative management of SWEB's Canadian and American operations including banking, AR and AP processing, human resources, insurance, budgeting and liquidity planning. Amy's financial oversight and attention to detail enables SWEB to maximize its resources.

Previous to joining SWEB, as portfolio Manager for Nova Scotia Business Inc. (NSBI), Amy managed a portfolio of over 50 loans for the Province of Nova Scotia including the handling of special accounts. Prior to that, Amy was responsible for the investor reporting and annual budgeting of a \$3.3 billion industrial real estate portfolio for ING Real Estate Investment Management (Canada).

Amy holds an MBA from Saint Mary's University, a BAA from Ryerson University, a BSC from Dalhousie University and is currently pursuing her professional accounting designation. Amy is active in her community volunteering as a member of the School Advisory Committee for St. Catherine's Elementary School, Treasurer for various teams within the Halifax Hawks Minor Hockey Association, and past instructor for Junior Achievement of Nova Scotia.

Amy's resume can be found in Exhibit 11.2A.

- 11.3 For a bid that includes existing facilities, provide statements that list the specific experience of the bidder and each of the project participants (including, when applicable, the bidder, partners, EPC contractor and proposed contractors), in owning and operating generating or transmission facilities (as applicable), other projects of similar type, size and technology, and any evidence that the project participants have worked jointly on other projects.

N/A, as the Project does not include existing facilities.

11.4 Provide a management chart that lists the key personnel dedicated to this project and provide resumes of the key personnel. For Eligible Facilities or Transmission Projects that are not yet in-service, key personnel of the bidder's development team having substantial project management responsibilities must have:

- i. Successfully developed and/or operated one or more projects of similar size or complexity or requiring similar skill sets; **and**
- ii. For a project that includes new facilities or capital investment, experience in financing power generation projects (or have the financial means to finance the Project on the bidder's balance sheet)

The following figure provides a management chart that lists the key personnel dedicated to this Project:

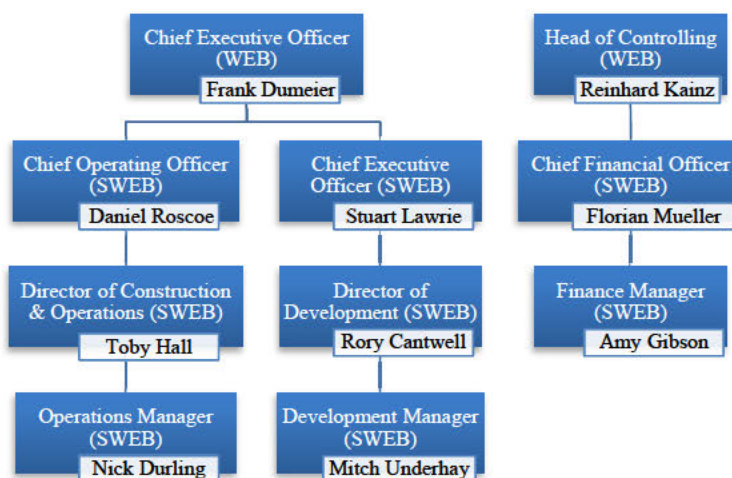


FIGURE 7: MANAGEMENT CHART

Please see Exhibit 11.2A for resumes of the key personnel and Section 11.2 for details regarding development, operations, and financing experience of these team members to satisfy the requirements in listed above for 11.4(i) and 11.4(ii).

11.5 Provide a listing of all projects the project sponsor has successfully developed or that are currently under construction. Provide the following information as part of the response:

- i. Name of the project
- ii. Location of the project
- iii. Project type, size and technology
- iv. Commercial operation date
- v. Estimated and actual capacity factor of the project for the past three years
- vi. Availability factor of the project for the past three years

- vii. References, including the names and current addresses and telephone numbers of individuals to contact for each reference

The table in Exhibit 11.5A provides a listing of all projects the Project sponsor has successfully developed or that are currently under construction, which includes the attributes listed in the bullets above. Please refer to Exhibit 11.5B for the names and current addresses and telephone numbers of individuals to contact for each of the projects described below.

11.6 With regard to the bidder's project team, identify and describe the entity responsible for the following, as applicable:

- i. Construction Period Lender, if any
- ii. Operating Period Lender and/or Tax Equity Provider, as applicable
- iii. Financial Advisor
- iv. Environmental Consultant
- v. Facility Operator and Manager
- vi. Owner's Engineer
- vii. EPC Contractor (if selected)
- viii. Transmission Consultant
- ix. Legal Counsel

For the purposes of the following items, the Project has not yet received a PPA thus the below contracts have yet to be signed; however, the entities listed are representative of the entity that will perform the related work.

- ***Construction Period Lender, if any***

[REDACTED]

[REDACTED]

- ***Operating Period Lender and/or Tax Equity Provider, as applicable***

[REDACTED]

[REDACTED]

- ***Financial Advisor***

[REDACTED]

[REDACTED]

- ***Environmental Consultant***

WEB Group has a breadth of experience with environmental consultants throughout Europe and North America. Although an environmental consulting firm has not yet been selected for the Project, the entities listed below will be the preferred groups to complete the work.

CES Consulting and sub-consultants (please see Exhibit 11.6A for a Statement of Qualifications)

- ***Facility Operator and Manager***

SWEB Development USA, LLC will manage the day-to-day operations through the collaboration of SWEB's Site Guard [REDACTED] Staff during "Scheduled Work Hours", and WEB Windenergie AG's 24/7 Control Centre. Please note: the one full-time equivalent Service Technician position will be fulfilled by multiple members [REDACTED]. See Exhibit 9.1B for an independent evaluation of WEB as a technical operator.

- ***Owner's Engineer***

The Bidder has worked with several owner's engineers to commission its projects. Although an owner's engineer has not yet been assigned to the Project, it is anticipated that the entities listed below will complete the necessary scope of work.

CES Consulting and sub-consultants will be the Civil Design Engineer of Record. Please see Exhibit 11.6A for a Statement of Qualifications).

Cianbro Corporation will be the Balance of Plant Contractor of Record. Please see Exhibit 11.6B for a Statement of Qualifications.

RLC Engineering will be the Electrical Engineer of Record. Please see Exhibit 11.6C for a Statement of Qualifications.

- ***EPC Contractor (if selected)***

SWEB Development USA, LLC will act as the General Contractor (EPC Contractor) and manage all sub-consultants.

- ***Transmission Consultant***

WEB Group has a breadth of experience in working with transmission consultants and anticipates the entity listed below will perform the necessary scope of work for the Project.

RLC Engineering. Please see Exhibit 11.6C for a Statement of Qualifications.

- ***Legal Counsel***

WEB Group has worked with several legal counsels for its European and North American projects. Although a specific legal counsel has not yet been assigned to the Project, it is anticipated that the contact listed below will perform the necessary work.

Bernstein Shur. Please see Exhibit 11.6D for a Statement of Qualifications.

11.7 Provide details of the bidder's experience in ISO NE other Markets affected by the bid. With regard to bidder's experience with ISO NE markets, please indicate the entity that will assume the duties of Lead Market Participant for your Project. Please provide a summary of the proposed Lead Market Participant's experience with each of the ISO NE markets.

SWEB Development USA, LLC [REDACTED] is presently the Lead Market Participant for the Pisgah Mountain Wind Energy Project [REDACTED] SWEB Development USA, LLC will assume the duties of Lead Market Participant for the Project (QP 649).

[REDACTED]

SECTION 12 OF APPENDIX B TO THE RFP EMISSIONS

- 12.1 For existing generation facilities, provide emissions estimates based on available continuous emissions monitoring data. Where continuous emissions monitoring data is not available, provide emissions estimates based on the most recent stack emissions test conducted using an EPA reference method approved by the applicable permitting and enforcement authority. Where continuous emissions data or actual stack emissions test data are not available, provide emissions estimates based on emissions factors from the latest edition of EPA's AP-42, Compilation of Air Pollutant Emissions Factors.

For new generation facilities, provide emissions estimates based on available data from the unit manufacturer. Alternatively, provide actual emissions data determined in accordance with the paragraph above for a similar facility built within the past 3 years. Include copies of supporting documentation for all emissions estimates.

Project Anticipated Emissions, expressed in pounds/megawatt-hour (lbs/MWh)

Source of Information	Date of Test (if applicable)	Greenhouse Gases (all except methane) Expressed as Carbon Dioxide equivalent (CO ₂ e)	Nitrogen Oxides (NO _x)	Sulfur Oxides (SO _x)	Carbon Monoxide (CO)	Particulate Matter (PM 2.5)	Methane (CH ₄)
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

- 12.2 Describe any past investments that will, or have been made to your facility to improve its emissions profile or any planned future investments made to your facility in order to improve its emissions profile. Pollutant specific emissions improving technologies include, but are not limited to:

- NO_x – Selective/Non-Selective Catalytic Reduction
- SO_x – wet/dry scrubbers
- PM – fabric filter/bag house, electrostatic precipitator, cyclone separator
- CO – oxidation catalyst

Investments that improve overall emissions include, but are not limited to:

- equipment tune-ups (improves combustion efficiency and emissions)
- boiler tube replacements (improves heat transfer efficiency and reduces fuel use)
- other efficiency improvements (e.g., installing a heat exchanger to use waste heat to pre-heat feed water to the boiler)

Include control equipment specifications, date(s) of installation, expected life of equipment, benefits gained from the addition of such equipment, etc.

N/A. The Project will emit zero emissions. Therefore, the aforementioned investments and other similar investments will not be required for this Project.

12.3 Describe how your project will contribute to the Massachusetts 2008 Global Warming Solutions Act (GWSA) and the 2010 Clean Energy and Climate Plan for 2020. Describe how your project will contribute both to the short term 2020 goal, and longer term 2050 goal found in these laws.

The Massachusetts 2008 Global Warming Solutions Act (GWSA) provides a comprehensive framework to develop and implement plans to reduce GHG emissions in Massachusetts. The goals found within this Act include reducing emissions by the following amounts:

- Between 10 percent and 25 percent below statewide 1990 GHG emission levels by 2020.
- 80 percent below statewide 1990 GHG emission levels by 2050.

The Bidder calculated the emissions reductions created by the Project using the default factors provided by The Climate Registry General Reporting Protocol (TCR-GRP) through the EPA eGrid table 2015. This source states that [REDACTED] is emitted by the local NPCC New England grid at consumption.

The Project is estimated to produce [REDACTED]. Assuming the current default factor for electricity consumption at source (NPCC New England), the emissions reductions for consumers in Massachusetts will be approximately [REDACTED]. As the Project is planned to generate electricity for a minimum of 20 years and has an anticipated COD of November 30, 2020 it will contribute to the Commonwealth of Massachusetts 2050 goal by reducing emissions by approximately [REDACTED] over the Project's lifetime.

With the decommissioning of its only nuclear power plant – and largest non-emitting electricity generation source – Massachusetts faces a significant challenge to meet its GWSA goals. However, the Commonwealth of Massachusetts has implemented a strategy to import new supplies of clean electricity to meet 11–14 MMTCO_{2e} of its 2020 and 2050 goals. The Project will contribute to these Clean Energy importation goals, and ultimately, the emissions reductions that are necessary to meet the 2050 goal of the GWSA.

**SECTION 13 OF APPENDIX B TO THE RFP
CONTRIBUTION TO EMPLOYMENT AND ECONOMIC DEVELOPMENT AND OTHER
DIRECT AND INDIRECT BENEFITS**

- 13.1 Please provide an estimate of the number of jobs to be created directly during project development and construction (for a project that includes new facilities or capital investment), and during operations, and a general description of the types of jobs created, estimated annual compensation, the employer(s) for such jobs, and the location. Please treat the development, construction, and operation periods separately in your response.

The Bidder intends to solicit a third-party consultant to conduct a socioeconomic report that will consider site-specific information with respect to population, current economic conditions, direct and indirect employment, current tax base conditions, and anticipated revenues. Given the study has not yet been completed, it is difficult to estimate the total direct benefits for the Project.

The Bidder anticipates that the Project will directly generate a significant number of temporary development and construction jobs, and a smaller number of long term operations jobs. Based on its extensive experience developing, constructing, and operating wind energy projects, the Bidder has summarized the estimated number of full-time equivalent jobs in the tables below. While the range of expertise and experience among the employees on this Project will vary greatly, the average annual salary for the construction positions will range from [REDACTED]. The description of the work required is separated into the three categories below; Development, Construction, and Operations.

Development

The development phase of the Project will require work from experts in different fields. While the number of full-time equivalent jobs is relatively low, there will be many more experts consulted on their respective aspects of the Project's development. It is anticipated that the Bidder will engage with consulting firms, such as CES Consulting, who have a broad range of specialists in various fields to organize their staff to accomplish the scope of work required for the permitting and/or design of the Project. It may be that a small team of experts have all of the experience necessary to complete all of the environmental field work and reporting over a longer period of time, or that many experts must be consulted for portions of the work. Where a gap exists in the scope of their ability to accomplish the work, the Bidder will sub-contact experts directly to accomplish the tasks.

Permitting

The majority of the tasks required for permitting will be environmental field work for the Maine DEP Small Wind Certificate. Work will include the pre- and post-construction bird and bat field studies, wetland and watercourse classification and delineation, rare plants categorization, shadow modeling and ambient noise monitoring and modeling, and archeological and cultural assessments. These studies must then be synthesized into cogent reports to be filed with the Maine DEP.

Design

Project design work includes the engineering for the civil works, foundation, and electrical aspects of the projects. A geotechnical drill rig will be required to assess the bedrock conditions and high-resolution LIDAR data must be gathered for detailed civil design. The electrical engineers will assist where necessary throughout the interconnection process with ISO NE.

Legal/Admin

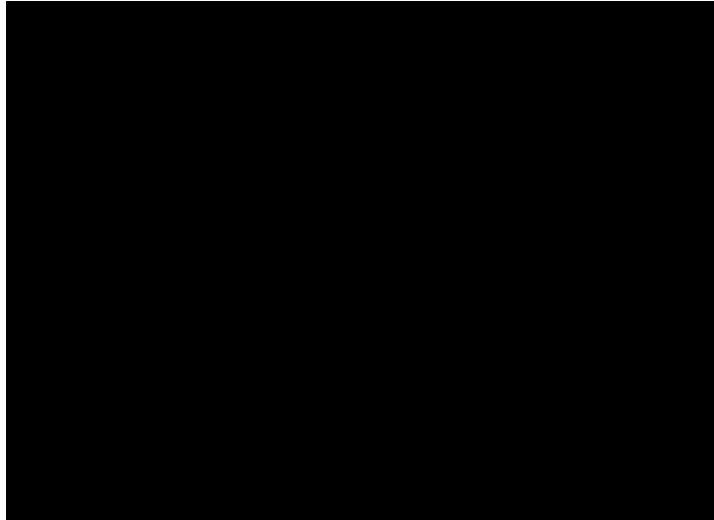
Throughout the development process, legal and administrative experts will be called upon for legal opinions, tax, permitting, and financial purposed. While there will not be a full-time position available, the time will equal an one approximate full-time position for the duration of the Project's development stage.

Engagement

The public engagement for this Project will be ongoing. It has been the experience of the WEB Group that projects require a local champion with support from the broader team when required. This will amount to approximately one (1) full-time position for each year that the Project is in development.

The project managers from the successful consulting firm will attend public community meetings. See Exhibit 10.1A for the anticipated timing of the public meetings.

TABLE 16: DEVELOPMENT FULL TIME EQUIVALENT JOBS & SALARY



Construction

The construction phase of the Project will require the following:

Road Construction

Road construction will include tasks such as land clearing and road work performed by including equipment operators, truck drivers delivering materials, and the oversight of a foreman.

Foundations

Foundation construction will include tasks such as: rebar and bolt cage installation, and concrete-pouring which would require truck drivers and an associated site crew.

Collector Lines

The collector lines will include tasks such as: planting poles, installing framing, and tying-in line to conductors.

Substation

The substation will require site grading, foundation construction, steel bus-bar and transformer installation, wiring the substation, and tapping into the existing transmission line.

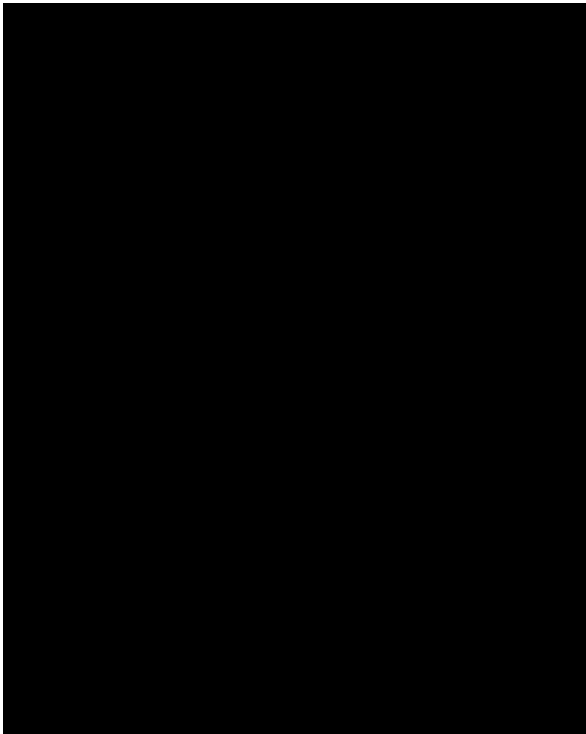
Erection

Erection duties will include component delivery, and will require technicians, electricians, crane operators, and truck drivers for erecting and wiring each turbine.

Commissioning

The commissioning of each turbine will also be conducted with a crew of [REDACTED] service technicians for a short, but labor-intensive process.

TABLE 17: CONSTRUCTION FULL TIME EQUIVALENT JOBS & SALARY



Operations

Service Technician

There will be one (1) full-time equivalent Service Technician for the lifespan of this Project. The Service Technician will provide service duties as defined in the Service and Maintenance Agreement. Please note: this position will be shared between available [REDACTED] staff members.

Site Guard

There will be one (1) full-time equivalent Site Guard for the lifespan of this Project. The Site Guard will perform duties such as: visual inspection of roads, electrical equipment, and blades; local restart of WTGs and resetting SCADA equipment (server, UPS or router), when necessary; and other basic tasks to help improve response time and to reduce WTG downtime.

Administration



TABLE 18: OPERATIONS FULL TIME EQUIVALENT JOBS & SALARY

The table area is completely blacked out, indicating redacted information.

13.2 Please provide the same information as provided in response to question 13.1 above but with respect to jobs that would be indirectly created as a result of the proposed project.

The Bidder intends to solicit a third-party consultant to conduct a socioeconomic report that will consider site-specific information with respect to population, current economic conditions, employment, current tax base conditions, and anticipated revenues. Given the study has not yet been completed, it is difficult to estimate the total indirect benefits for the Project.

However, through the direct investments made by the Project, such as infrastructure upgrades useable by local primary resource extraction companies, a suite of auxiliary economic benefits are expected for the local communities. The Bidder will ensure that local community centers are utilized for Public Community Meetings regarding Project-specific details, and that meeting materials, food and beverages, and other related items are sourced from local service providers. Other indirect benefits will result from the use of establishments such as hotels, restaurants, gasoline stations, and other businesses in the area. Building materials will also be sourced locally during construction, where possible.

Please note: the total amount of indirect employment and benefits will vary depending on the availability of these services near the Project area.

Manufacturing

The manufacturing and transportation of the turbine components will stimulate manufacturing jobs across the [REDACTED] typically manufactures turbine components at different factories across North America, and the blades, nacelles, and tower sections meet on site. The final manufacturing locations will be determined upon the down-payment of the Turbine Supply Agreement contract after financial close. See Exhibit 10.1A for a detailed Project schedule.

Training

The Bidder recognizes the importance of transitioning today's workforce towards occupations and skills training that are in line with energy efficiency and renewable energy development. Renewable energy and energy efficiency projects, coupled with skills training and job opportunities, are a pivotal piece in creating a sustainable economy. Additionally, the Bidder is interested in collaborating with postsecondary institutions to foster job training opportunities.

Benefit to the region

[REDACTED]

It is anticipated that approximately [REDACTED] property and utility taxes will be generated over the lifetime of the Project. As is typical with wind energy projects in the State of Maine, these benefits will be distributed to the state government, in addition to the local service districts that neighbour the Project site. The influx of tax revenue from this large Project will be beneficial to the state and the region at large.

- 13.3 Please describe any other economic development impacts (either positive or negative) that could result from the proposed project, such as creating property tax revenues or purchasing capital equipment, materials or services for New England businesses. Please provide the location(s) where these economic development benefits are expected to occur.

The emissions created by fossil fuel burning power plants is a local, regional and international concern. Emissions from coal and natural gas generation has been linked to negative health impacts, such as respiratory illness, heart disease, and cancer. The benefit to decreasing fossil fuel emissions and increasing non-emitting energy generation are long-term and will affect the entire region.

[REDACTED]

[REDACTED]

- [REDACTED]
- 13.4 To the extent not already specified elsewhere in your response, please address the factors listed in Section 2.2.2.9 and describe any benefits or impacts associated with the proposed project.

The Evaluation Team will consider a broad range of other economic development benefits that could be achieved by the Project, including, for example, creating property tax revenues, and providing Clean Energy Generation at lower costs than other potential projects, and potential environmental benefits to ratepayers. These questions have been addressed above in Sections 13.1, 13.2, and 13.3.

The adjacency of the Project to an existing wind project enables the Bidder to substantially reduce the costs and be as competitive as possible. The Bidder owns the Project lands and has personal relationships with all surrounding land owners. The use of existing roads from the Pisgah Mountain Wind Energy Project will substantially reduce the need for new roads. The 115 kV transmission line is on the site, which reduces line losses, costs, and requires no easements to be negotiated.

The use of existing roads lowers our overall environmental footprint, which is a key component of the Maine DEP permitting process. The environmental field work conducted for the Pisgah Mountain Wind Energy Project has given the Bidder a high degree of confidence in the local wildlife populations, specifically the absence of at-risk species.

The community of Clifton, Maine is largely supportive of wind projects. The WTGs are more than [REDACTED] the closest residence, and the operating project has not received any complaints of any kind since it was commissioned in December 2016. See Exhibit 7.4A for the letter of support from the Board of Selectmen.

The detailed Project schedule in Exhibit 10.1A has built-in contingencies to allow for unforeseen delays such as late deliveries of WTG components or related issues; these contingencies reinforce the Bidder's ability to make the Project commercially available by the anticipated COD.

In short, the site and wind conditions, regulatory framework, and level of community support for the site are favorable and well-known.

- 13.5 Describe how your project will (a) contribute to reducing winter electricity price spikes in Massachusetts, and (b) guarantee energy delivery in winter months. Class I RPS eligible projects must guarantee that 70% of energy in their delivery profile of the Winter Peak Period will be delivered over the course of every Winter Peak Period (see Section 2.2.2.7). Clean Energy Generation for projects containing firm service hydroelectric generation, and Clean Energy from new Class I RPS eligible resources paired with firm service hydroelectric generation, will be required to submit a delivery profile with no Winter Peak Period hour less than 60 percent (60%) of their highest annual single hourly delivery claimed in their annual delivery profile.

a) contribute to reducing winter electricity price spikes in Massachusetts

Please refer to the 12 x 24 and hourly wind resource data presented in Exhibit 4.1A for information on the expected production for the Project, and Section 4.2 for a discussion on the real-time energy

deliverability based on the congestion analysis in Exhibit 6.14A. This information shows that the Project will produce most of its energy in the winter months, with a significant portion of this production occurring during peak hours. The availability of this electricity during the winter months helps to reduce winter electricity price spikes as it helps to maintain a stable supply of electricity when it is needed most, and reduces the need for generation from high-cost sources or for sourcing high-cost imports to meet demand during peak periods. The benefit of the available electricity from this Project is enhanced by the proposed bid price in this submission, as it provides Massachusetts consumers with low-cost electricity. Overall, the high availability of the wind resource during the winter months that is being offered at a low price will contribute to reducing winter electricity price spikes in Massachusetts.

b) guarantee energy delivery in the winter months



13.6 If applicable, please demonstrate any benefits to low-income ratepayers in the Commonwealth, and the impact, if any, those benefits will have on the cost to the project.

The proposed bid price that is offered in this submission will offer low-cost electricity to ratepayers within the Commonwealth throughout the Project's lifespan. This will help alleviate financial pressures on low-income ratepayers as the low-cost of electricity from the Project will contribute to lower rates that could be offered to ratepayers. Additionally, the production profiles offered in the 12 x 24 in the CPPD form in Exhibit 1A, Part V(a) demonstrate that the Project will help to reduce pressures on the electricity system that are caused by winter peak demands. The ability of the system operator to satisfy winter peak demands with low-cost, reliable electricity will positively impact low-income ratepayers who are seeking to meet their home heating demands in a cost-effective manner during these periods.

SECTION 14 OF APPENDIX B OF THE RFP
ADDITIONAL INFORMATION REQUIRED FOR TRANSMISSION PROJECTS (AND
ALL SYSTEM UPGRADES ASSOCIATED WITH PROPOSED TRANSMISSION
PROJECTS)

Bids that include Transmission Projects (and all System Upgrades) must also provide the following information:

14.1 Transmission Project Information:

- i. Overall project description

N/A

- ii. The operating voltage of the proposed project: kV: N/A

- iii. The type of structures (such as steel towers or poles) that would be used for the proposed project

N/A

- iv. The length of the proposed transmission line and the type(s) of terrain and land ownership of the proposed ROW

Overhead miles: N/A Underwater/underground miles: N/A

Terrain:

N/A

- v. The substation facilities (number of breakers, transformers, etc.) required at each terminal of the proposed project and information as to how the new facilities would interconnect to any existing facilities.

N/A

- vi. The estimated costs of the proposed project broken out into separate categories as described below for transmission facilities and substation facilities in nominal year dollars.

- a. For cost of service or modified cost of service proposals:

1. Provide the capital cost estimate presented as a buildup of costs by category, such as environmental, engineering, civil works, materials, equipment, construction, construction management, physical and price contingencies, allowance for funds used during construction (AFUDC), and all other categories for which recovery under FERC would be sought. These categories are illustrative; aggregate costs into the categories most relevant to the development of the proposed project. All costs should be provided in nominal dollars.

N/A

2. For projects with transmission and substation components, separate the costs into two rows (e.g. use one row for substation construction and a second for transmission construction). Describe the detailed financial plan on a monthly basis during the construction period, e.g., for 3 years or as long as necessary. The plan should present the costs and financial outlays in each month of the construction period, and the corresponding sources of financing (equity contribution and debt drawdown), as in the following illustrative table. Data should include an estimate of the cost of both physical and price contingencies during the construction period. The financing plan should indicate the ability to finance the construction of the proposed project under base case and contingency scenarios.

N/A

3. Describe the proposed financing sources and instruments.

N/A

4. Sources of funds for construction and working capital - include name of entity providing debt financing, loan amounts, interest rates, repayment period, grace period during construction; and equity provided by project sponsor.

N/A

5. Sources of funds for unexpected repairs or replacement construction during the operating period, e.g., replacement of tower. Note: the operating period is the applicant's estimate of the useful life or accounting life of the transmission project element(s).

N/A

- b. If the bidder is proposing fixed-rate pricing rather than cost-of-service or modified cost-of-service pricing, provide sufficient information and assessment to show that the proposed project, including any necessary transmission network upgrades, is financially viable. In this regard, provide capital cost estimates and operation and maintenance cost estimates and the basis for your estimates, including the extent to which estimates are based on vendor contracts or vendor quotes, your experience in the development, construction and/or operation of similar projects, your approach regarding contingency and risk management, and your proposed financing plan. All costs should be provided in nominal dollars, although inflation and cost escalation estimates should be provided. Please describe in detail the due diligence you have conducted in developing your pricing and tariff proposal.

N/A

- vii. Provide a proposed schedule for project development through release for operation that includes key critical path items, such as:
- a. Develop contracts for project work
N/A
 - b. Completion of studies and receipt of approvals needed for the interconnection
N/A
 - c. Permitting; R/W and land acquisition
N/A
 - d. Engineering and design
N/A
 - e. Material and equipment procurement, including identification of long lead time equipment
N/A
 - f. Facility construction
N/A
 - g. Agreements (interconnection, operating, scheduling, etc.) with other entities
N/A
 - h. Pre-operations testing
N/A
 - i. Project in-service date
 - j. Other items identified by the bidder
N/A
- viii. Bidder must indicate whether it proposes to recover abandonment costs for its transmission project from the Distribution Companies, as described in Section 2.2.2.6.2 of this RFP. If so, Bidder must acknowledge that recovery of any such abandonment costs shall be in accordance with FERC rules and policies, and also acknowledge that in no event will a Bidder seek to recover abandonment costs if the abandonment was caused directly or indirectly by some act or failure to act of the Bidder. Bidder must further affirmatively commit not to seek from FERC or any other agency or authority any treatment of abandonment costs inconsistent with the provisions of Section 2.2.2.6.2 of the RFP. To the extent the Bidder proposes to

recover abandonment costs, such proposal should be further described as set forth in Appendix C-2 of this RFP.

N/A

14.2 The proposed payment required for the transmission project and all system upgrades.

i. All proposals must include significant cost containment as stated in the RFP.

N/A

ii. List all situations which may change the proposed payments by consumers during the contract term.

N/A

iii. Identify any limits placed upon the bidder's post-contract term rates according to current FERC rules.

N/A

iv. Identify all other project revenues which may be received by the bidder during the contract term which would not reduce rates paid by consumers.

N/A

v. If the proposed payments may change during the contract term or the proposal is based on cost of service, the bidder must provide the method that transmission owner shall use to determine the payment for the Transmission Project under the transmission Rate Schedule or Tariff and Service Agreement to be filed with FERC. If the proposed payment is a formula rate, the Eligible Bidder must also provide the formula and its proposed inputs that the transmission owner will file with FERC.

N/A

vi. If the proposed payment is based on the Transmission Project's cost of service and may change during the contract term based on changes in the cost of service, a full revenue requirements model must be included and submitted as a working Excel spreadsheet with the formulas intact.

a. Provide the annual revenue requirement forecasts for the project – including assumptions. Provide a draft version of the revenue requirement calculation in a format that is similar to what would be included in the Rate Schedule or Tariff and Service Agreement application to FERC, indicating the forecast revenue requirement amounts and all assumptions used in the calculations. This should include but not be limited to the assumptions regarding rate of return, depreciation life, split between debt and capital, AFUDC and weighted cost of capital, and a detailed estimate of the anticipated average annual operating and maintenance cost. Provide the information requested in Section 14.1.a of the Bidder Response Package.

N/A

- vii. If the pricing proposed is based on cost of service, detail all cost containment commitments. Examples of such commitments include fixed price components, cost overrun restrictions, or other cost bandwidth provisions that are proposed to limit ratepayer risk must be clearly defined.

N/A

- viii. Please include full and complete descriptions of all cost containment measures that you propose to be included in your pricing. Additionally provide any supporting documentation for any savings or methods of savings including cost caps on any portion of your project. Please include working excel spreadsheets to more fully explain how your cost containment measures should work. Please provide details and notes that describe the nexus between the cost containment provisions in your proposal and those supporting documents and spreadsheets. Please provide examples about how any cost containment measures you are proposing would work.

N/A

- ix. To the extent that you are proposing different interconnection scenarios that affect cost please include full and complete cost information on each scenario. Please describe all interconnection and transmission upgrade costs required to interconnect at the Capacity Capability Interconnection Standard and to ensure full dispatch, including transmission upgrades that may need to occur beyond the point of interconnection.

N/A

- x. Please describe the coordination of the availability of the Clean Energy Generation and any associated transmission or distribution facilities. All proposals must include a project schedule, and proposals including a combination of transmission and Clean Energy Generation should propose complete critical path schedules, for both elements of the project, from the notice of selection for contract consideration to the start of commercial operations (the "Baseline Schedule"). Please describe all aspects of your proposal that protect ratepayers from risks associated with payments for transmission costs when any associated expected Clean Energy Generation, as proposed by the bidder, is absent, reduced, or curtailed as compared to the Baseline Schedule.

N/A

- xi. Please describe your approach to avoid line losses.

N/A

- 14.3 The schedule of the payments defined in 14.2 above including when the payments will commence, how often payments will be required and the length of time over which

payments will be required. In no event may payments commence before the Transmission Project is placed in service.

N/A

14.4 The design life of the project

N/A

14.5 A description of the reliability benefits of the proposed Transmission Project and its impact on existing transmission constraints

N/A

SECTION 15 OF APPENDIX B TO THE RFP
EXCEPTIONS TO FORM PPA AND OR VARIATIONS FROM THE PROPOSED TARIFF
REQUIREMENTS

Please attach an explanation of any exceptions to the Form PPAs set forth in Appendix C-1 or Appendix C-2 to this Notice, including any specific alternative provisions in a redline format to the Form PPA.

Transmission bids must contain a proposed tariff, rate schedule or transmission service agreement ("Transmission Agreement") that the Bidder proposes as the vehicle for recovery of its transmission costs from the Distribution Companies. In addition, all transmission bids must separately contain a detailed summary of the material provisions of the proposed Transmission Agreement. Such a summary should include, but not be limited to, a discussion of the key provisions set forth in Appendix C-3, as well as a cross-reference to the corresponding sections of the proposed Transmission Agreement where such provisions may be found.

Bidders are discouraged from proposing changes to the Form PPA and or variations from the Proposed Tariff requirements.

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